

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

D.C. 37 HEALTH & SECURITY PLAN, on
behalf of itself and all others similarly situated,

Plaintiffs

v.

MEDI-SPAN, a division of WOLTERS
KLUWER HEALTH, INC. AND WOLTERS
KLUWER NV,

Defendants.

and

NEW ENGLAND CARPENTERS HEALTH
BENEFITS FUND, PIRELLI ARMSTRONG
RETIREE MEDICAL BENEFITS TRUST;
TEAMSTERS HEALTH & WELFARE FUND
OF PHILADELPHIA AND VICINITY; and
PHILADELPHIA FEDERATION OF
TEACHERS HEALTH AND WELFARE
FUND,

Plaintiffs

v.

FIRST DATABANK, INC., a Missouri
corporation; and McKESSON
CORPORATION, a Delaware corporation,

Defendants.

No. 07-cv-10988-PBS

No. 1:05-CV-11148-PBS

**DECLARATION OF KATHERINE KINSELLA REGARDING CHANGES TO
THE JOINT NOTICE PROGRAM**

I, Katherine Kinsella, declare as follows:

1. I am President of Kinsella/Novak Communications, LLC (“KNC”), an advertising and legal notification consulting firm in Washington, D.C. specializing in the design and

implementation of class action and bankruptcy notification programs. My business address is 2120 L Street, NW, Suite 205, Washington, D.C. 20037. My telephone number is (202) 686-4111.

2. I submit this declaration in connection with *D.C. 37 Health & Security Plan v. Medi-Span* and *New England Carpenters Health Benefits Fund v. First DataBank, Inc.* both pending in the United States District Court for the District of Massachusetts.

3. This declaration is based upon my personal knowledge and upon information provided by Plaintiffs' Counsel, my associates and staff. The information is of a type reasonably relied upon in the fields of advertising, media and communications.

4. This affidavit is submitted following a Hearing with Judge Patti Saris on July 25, 2007. It outlines the changes to the Joint Notice Program previously submitted to the Court on May 25, 2007.

5. In sum, the currently proposed Notice Program:

- Revises the print publications previously selected;
- Adds Internet advertising, links to the Settlement Web site from Defendant Web sites and Search Engine Optimization;
- Increases the size of the national newspaper notices;
- Uses color to enhance the Notice in a number of the magazines;
- Includes direct notice to consumer advocacy groups; and
- Simplifies the Notices directed to consumers.

6. As a result of these changes, the overall reach of the Notice Program increased, as explained below in Paragraph 17. It is my opinion that the changes have enhanced the Notice Program directed to the Class and are consistent with the intention of Judge Saris and the Settling Parties to provide the “best notice practicable under the circumstances.”

Revised Print Notice Program

7. In revising the Notice Program, KNC examined the efficiency of using Internet advertising and print advertising in combination. To do this cost-effectively, adjustments were made to the previously selected print publications in order to re-allocate a portion of the Notice Plan budget to Internet advertising. Specifically:

- The number of insertions in *US News & World Report*, *Parade* and *USA Weekend* were reduced by one each;
- One insertion was added to *Newsweek*;
- *Family Circle* magazine was eliminated; and
- *The New York Times* was substituted for *USA Today*.

8. All ad sizes were kept the same with the exception that the Notices in *The New York Times* and *The Wall Street Journal* were increased to one-half page ads from one-sixth page ads rendering them more dominant on the page.

9. The print publications in the revised Notice Program are listed below with the number of insertions and the size of the Notices.

PRINT MEDIA		
Consumer Magazines		
Name	Unit Type	Insertions
<i>Better Homes & Gardens</i>	2/3 Pg*	1
<i>Ebony</i>	2/3 Pg*	1
<i>Newsweek</i>	2/3 Pg B/W	3
<i>Parents</i>	2/3 Pg B/W	1
<i>People</i>	Full Pg B/W	3
<i>US News & World Report</i>	2/3 Pg*	2
Newspaper Supplement		
Name	Unit Type	Insertions
<i>Parade</i>	2/5-pg B/W	1
<i>USA Weekend</i>	2/5-pg*	1
<i>Vista</i>	Full Pg*	1
National Newspapers		
Name	Unit Type	Insertions
<i>Wall Street Journal</i>	1/2 Pg B/W	1
<i>New York Times</i>	1/2 Pg B/W	1
Trade Publications		
Name	Unit Type	Insertions
<i>HR Magazine</i>	Full Pg B/W	1
<i>National Underwriter</i>	Full Pg B/W	1

* "Spot Color" will be used in these publications as outlined in Paragraph 11.

Enhancing the Readability and Visibility of Notices

10. Several steps were taken to make the Notices more visible, readable and understandable, especially for consumers. The Consumer Publication Notice was greatly simplified in length, complexity and design. It is known that advertisements with strong headlines, good subheads, significant white space and readable font sizes are more likely to be noticed than text-intensive advertisements printed in small font size. I have adopted these techniques and believe the revised Consumer Publication Notice, attached as Exhibit 1, is eminently more noticeable, readable and understandable while still including the required elements mandated by F.R.C.P. Rule 23(c)(2)(B). The reading level is below sixth grade as measured by the Flesch-Kincaid Grade Level formula¹.

11. In addition to these textual and design changes, a second color was added to the black and white Notices for the magazines and newspaper supplements that provided reasonable costs for adding spot color. Color will be used in Consumer Publication Notices placed in *Better Homes and Gardens*, *Ebony*, *US News and World Report* and *USA Weekend*. Adding color to the other publications would have increased the media costs by several hundred thousand dollars and it is therefore not recommended. To my knowledge, this is the first use of color in legal notification advertising.

12. The Notice designed for *The New York Times* and *The Wall Street Journal* was also reworked and redesigned to increase visibility and attract attention. It is longer in length and detail than the Consumer Publication Notice due to the expanded ad size and the fact that it is designed to provide a broader explanation of the Settlements to consumers, consumer advocacy organizations and interested industry stakeholders. It also uses a very large and direct headline, prominent subheads and an overall layout conducive to reading. It is attached as Exhibit 2.

¹ The Flesch-Kincaid Grade Level examines the number of words, syllables and sentences in a sample of writing. The result is a numerical indication of the grade level required to read and understand the text. Negative results are reported as zero, and numbers over twelve are reported as twelve.

Internet Advertising

13. Banner ads will be placed on a wide range of Internet Web sites to supplement the reach of the print publications. Approximately 200,000,000 *gross impressions*² will be purchased on Yahoo!, AOL and the 24/7 Network. Impressions will be capped at 3 times per user or IP Address³ to ensure the maximum audience distribution of the message. This reduces the banners being seen repeatedly by the same users. The 24/7 Network has over 900 Web sites and the banners will run across the Network. The Yahoo! and AOL banners will be placed on the email landing page and on the news and health sites. The banners will be approximately 728 x 90 pixels and 350 x 350 pixels (See Exhibit 3).

Reach of Print and Internet Media

14. Print media can be measured for its reach of specific target audiences. In this case, the primary targets are Adults 35+ and Adults 18+ who have used any branded or generic prescription drugs in the past 12 months (“Adults 35+ Rx Users”; “Adults 18+ Rx Users”) as well as all Adults (“Adults 18+”). The Internet can only be measured against Adults 18+ and cannot be measured against the primary targets. Therefore, KNC examined the reach of the print media against all three targets and the reach of the print media in combination with the Internet against Adults 18+ only.

15. The reaches of the print media alone are as follows:

- 80% of Adults 35+ Rx Users will be reached with an average frequency of exposure of 2.5 times.
- 78.7% of Adults 18+ Rx Users will be reached with an average frequency of exposure of 2.6 times.

² A gross impression is the metric a site uses for measuring and reporting ad inventory. Gross impressions refer to the viewing of a page or viewing of an ad. This assumes that the page or ad images completely download and the user views the page or ads on the page.

³ Internet Protocol Address or IP Address refers to the set of communications standards that control communications activity on the Internet. An IP address is the unique number assigned to any Internet-connected computer.

- 74.8% Adults 18+ will be reached with an average frequency of exposure of 2.5 times.

16. The reach of the Internet and print media against the only target that is measurable indicates that:

- 84.8% of Adults 18+ will be reached with an average frequency of exposure of 2.7 times.

17. Although the combined Internet and print reach of the primary targets is not specifically measured, it can be postulated with certainty that if the combined Internet and print reach of Adults 18+ increases, the reach of Adults 35+ Rx Users and Adults 18+ Rx Users will also increase. This is because the primary targets are similar to Adults 18+ in their use of the Internet. Therefore, although not calculable, it is certain that the Internet and print media are delivering higher reaches against the primary targets than the reach against Adults 18+ only.

Internet Notice

18. Tools are available on the Internet to increase the ability of Web users to find Web sites by name and content. KNC will use "INeedHits.com" Search Engine Optimization ("SEO") services to promote the FDB/Medi-Span Settlements' informational Web site. INeedHits.com has been a leader in the SEO industry for 10 years. Their services will ensure that the FDB/Medi-Span Web address and content will be included in leading Web search engines and directories and that the content will be indexed for maximum effectiveness when users search for information about the Settlements.

The optimization plan includes:

- *Keyword analysis*

Analyzes the Web site for appropriate and effective keywords to enable Web users to easily find the Settlement URL. INeedHits.com analyzes the Web page content and picks out the best key words to direct users to the URL.

- *Code Optimization*

Provides optimized code for insertion into each Web page's unseen HTML headers for search engines to read and index. It allows the search engine to index the page, thereby providing more accurate search results.

- *Premium Submit*

The URL is manually submitted to the top search engines and automatically submitted to 300 other search engines and directories. This ensures that the Web site address is listed as quickly as possible in the search index.

- *Submit Ongoing*

The URL is periodically resubmitted to search engines for maximum ongoing exposure.

- *Paid Inclusion*

Currently, Yahoo! is the only engine that offers paid and guaranteed URL inclusion in their search index, usually within 4 days of submission by INeedHits.com. This paid inclusion guarantees that the URL will be added to Yahoo's index as quickly as possible. Yahoo's directory network includes AltaVista, Excite, alltheweb, and others.

Additional Enhancements

19. Links to the Settlement URL from the Defendants' Web sites will be added to

enable viewers of these sites to quickly find out information about the Settlements.

20. Finally, Notice will be sent to national and state consumer organizations that advocate on behalf of consumers and issues that affect them. Notice will consist of a cover letter introducing the Settlements and a copy of the Consumer Long Form Notice. As of this date, 41 organizations have been identified. Additional research will be undertaken to expand this list, if possible (See Exhibit 4).

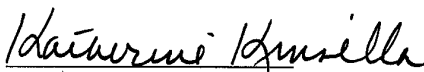
Long Form Notices

21. The original Long Form Notice was directed to both TPPs and consumers. KNC has since created individual Long Form Notices directed to each group. The Consumer Long Form Notice was greatly simplified to enable a better understanding of the Settlements. The TPP Long Form Notice was also reworked to simplify the opening explanation. Both Notices are attached as Exhibits 5 and 6. Both Long Form Notices are at the ninth grade reading level.

Conclusion

22. It is my opinion that the enhancements outlined above, particularly the addition of Internet advertising and the use of simplified and innovative Notices, has significantly strengthened the Joint Notice Program and will ensure a broader awareness and understanding of the Settlements.

I declare under penalty of perjury under the laws of the State of Massachusetts and the United States of America that the foregoing is true and correct.


Katherine Kinsella

Executed in Washington, D.C. this 6th day of August, 2007.

EXHIBIT 1

If You Paid for All or Part of Your Prescription Drugs

Class Action Settlements May Affect What Consumers Pay for Thousands of Drugs in the Future.

There are proposed Settlements of two lawsuits concerning what consumers pay for prescription drugs.

What Are the Settlements About?

First Data Bank (“FDB”) and Medi-Span publish data that may be used to determine consumer drug prices, reimbursement costs and co-pays for hundreds of drugs.

The lawsuits claim that FDB wrongfully inflated the Average Wholesale Price (“AWP”) for thousands of drugs. This information was reported in FDB and Medi-Span’s printed and electronic databases. Therefore, some consumers and insurers allegedly overpaid for thousands of drugs.

Am I Included in the Settlements?

Persons who paid for all or part of their prescription drugs costs (from approximately 2000 to present) based on AWP pricing are included. If you paid a fixed co-payment you are not included.

What Do the Settlements Provide?

There is no money for consumers now. However, billions of dollars in drug costs may be saved in the future. That is because FDB and Medi-Span will lower the mark up on thousands of drugs and will stop publishing the AWP data within two to three years.

What Should I do?

Get the complete information below and read it. Then you can decide on your legal rights to:

- Remain in the Settlements by doing nothing. You will be bound by the Court’s rulings but you can object to or comment on the Settlements.
- Exclude yourself and keep your right to sue FDB and Medi-Span.

You must exclude yourself or object/comment in writing by **Month Day Year** as explained in the detailed Notice.

Court-appointed Counsel represents you. They will be paid by FDB. You can also hire your own attorney and appear in Court.

The Court will decide whether to approve the Settlements at the Fairness Hearings on Month Day Year at _____.

This is only a Summary of the Settlements.

For the Notice of Proposed Class Action Settlements:

Call: 1-800-XXX-XXXX Access: www.xxxxxx.com

**Write: FDB Settlement Administrator
PO Box XXXX, Fairbault, MN 00000**

EXHIBIT 2

If You Paid for All or Part of Your Prescription Drugs

Class Action Settlements May Affect What Consumers and Third-Party Payors Pay for Thousands of Drugs in the Future.

There are proposed Settlements of two lawsuits concerning how the published price of drugs is determined, what consumers pay for the drugs and what Third-Party Payors reimburse for them.

The Settlements are with First DataBank (“FDB”) and Medi-Span (a division of Wolters Kluwer Health, Inc.). The lawsuits are pending in the U.S. District Court for the District of Massachusetts: *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, No. 1:05-CV-11148-PBS and *D.C. 37 Health & Security Plan v. Medi-Span*, No. 07-cv-10988-PBS.

What Are the Lawsuits About?

FDB and Medi-Span publish an Average Wholesale Price (“AWP”) that may be used to determine: a.) drug reimbursement costs, b.) consumer co-payments and c.) the price paid by consumers who pay the full price of drugs at pharmacies.

The lawsuits claim that FDB wrongfully inflated the AWP of thousands of drugs. This information was reported in FDB and Medi-Span’s printed and electronic databases. Therefore, some consumers and insurers allegedly overpaid for thousands of drugs.

AWP Pricing

FDB and Medi-Span publish data related to the prices of prescription drugs in their printed and electronic databases. The data includes the Average Wholesale Price (“AWP”) of each drug. Pharmaceutical manufacturers report certain costs to FDB and Medi-Span. FDB then marks up these costs to get the AWP reported in their publications and databases. From December 2001 to April 2004, Medi-Span published Average Wholesale prices that it obtained from FDB.

Plaintiffs claim that FDB wrongfully inflated the mark up used to determine the AWP. Plaintiffs claim that Medi-Span negligently published inflated prescription drug prices. As a result, the lawsuits claim that insurers, Third-Party Payors (“TPPs”) and some consumers paid more for these drugs than they should have.

Am I Included in the Settlements?

The Settlement Classes include all persons or entities that paid for all or part of prescription drugs based on AWP pricing. This includes TPPs that reimbursed for drug costs, consumers who paid non-fixed co-payments and consumers who paid for the full drug price.

Specifically:

- Any part of the purchase price, reimbursement or payment amount **must** have been based on the AWP or similar data published or disseminated by FDB or Medi-Span, electronically or otherwise.

In addition:

- The purchases based on FDB pricing must have been made between January 1, 2000 and the date of Final Court Approval of the FDB Settlement.
- The purchases based on Medi-Span published prices must have been made between December 19, 2001 and the date of Final Court Approval of the Medi-Span Settlement.

What Do the Settlements Provide?

There is no money for consumers now. The Settlements provide “injunctive relief.” This means that instead of paying money damages, the companies agree to change what they are doing to benefit the Settlement Classes. Substantial benefits will be provided to consumers because FDB and Medi-Span will:

- Reduce the mark-up factor for thousands of drugs. Class Counsel estimate that this reduction may save well over a billion dollars in future drug costs for consumers, insurers and TPPs in a single 12-month period.
- Cease to publish an AWP within two (FDB) or three (Medi-Span) years of the Settlements’ approval.
- Provide information on drug pricing in connection with this and other lawsuits. This will likely provide additional benefits, including monetary benefits, to Class Members in other drug pricing lawsuits. Establish and maintain a “Data Room” for use in other lawsuits.

All consumers, whether they stay in the Settlement Classes or not, will benefit from these Settlements. The *Notice of Proposed Class Action Settlements* has more detailed information. You can view a copy on the Web site or write or call for a copy as outlined below.

Who Represents Me?

The Court has appointed Class Counsel to represent everyone in the Class. Subject to Court approval, FDB will pay Class Counsel fees not to exceed \$625,000, expenses of \$200,000, and \$125,000 for the maintenance of the Data Room for a period of 3 years. Class Counsel will receive \$100,000 in fees and expenses in connection with the Settlement with Medi-Span. You may hire your own attorney, if you wish and appear to object or comment in Court. However, you will be responsible for that attorney’s fees and expenses.

What Are My Legal Rights?

- **If you wish to remain a member of the Settlement Classes**, you do not have to do anything. You will be bound by all the Court’s orders. This means you cannot sue or continue to sue FDB and Medi-Span for money damages or “injunctive relief” based on the claims in these Settlements.
- **If you do not wish to be a member of the Settlement Classes**, you must send a letter, as outlined in the *Notice of Proposed Class Action Settlements*, postmarked no later than Month Date, 2007. If you exclude yourself, you maintain your right to sue the Defendants on your own.
- **You can tell the Court if you do not like these Settlements** or some part of them, if you do not exclude yourself. To object or comment, you must send a letter, as outlined in the *Notice of Proposed Class Action Settlements*, postmarked no later than Month Date, 2007.

Will the Court Approve the Settlements?

The Court will hold Final Approval Hearings on _____ at _____ to consider whether the Settlements are fair, reasonable, and adequate and the motion for attorneys’ fees and expenses. If comments or objections have been received, the Court will consider them at this time.

For a Notice of Proposed Class Action Settlements

Call toll-free: 1 800-XXX-XXXX

or Visit: www.XXXXXXLitigation.com

**Or Write: FDB/Medi-Span Litigation Administrator,
c/o Complete Claim Solutions, P.O. Box 24730, West Palm Beach, FL 33416**

EXHIBIT 3

EXHIBIT 3

Web Banner Concepts — 728 x 90



Web Banner Concept — 350 x 350



EXHIBIT 4

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
Alaska PIRG	AkPIRG is a non-profit, non-partisan, citizen-oriented statewide organization researching, educating and advocating on behalf of the public interest. AkPIRG exists to promote the public and consumer interests, especially when inconsistent with monied, powerful or other special interests.
American Council on Consumer Interests, ACCI	ACCI is the leading consumer policy research and education organization consisting of a world wide community of researchers, educators and related professionals dedicated to enhancing consumer well-being. ACCI promotes the consumer interest by encouraging, producing and communicating policy-relevant research.
Arizona PIRG	Arizona PIRG is an advocate for the public interest. When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, Arizona PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation.
California PIRG	CALPIRG takes on powerful interests on behalf of Californians, working to win concrete results for our health and our well-being. With researchers, advocates, organizers and students, we stand up to powerful special interests to stop identity theft, fight political corruption, provide safe and affordable prescription drugs, strengthen voting rights and more.
Colorado PIRG	Colorado Public Interest Research Group (CoPIRG) is an advocate for the public interest on consumer and health care issues. CoPIRG's mission is to deliver persistent, result-oriented activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive government.
Connecticut PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, ConnPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. ConnPIRG's mission is to deliver persistent, result-oriented public interest activism that encourages a fair, sustainable economy, and fosters responsive, democratic government.

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
Consumer Action	<p>Consumer Action is a non-profit, membership-based organization that was founded in San Francisco in 1971. During its more than three decades, Consumer Action has continued to serve consumers nationwide by advancing consumer rights, referring consumers to complaint-handling agencies through our free hotline, publishing educational materials in Chinese, English, Korean, Spanish, Vietnamese and other languages, advocating for consumers in the media and before lawmakers, and comparing prices on credit cards, bank accounts and long distance services.</p>
Consumer Federation of America, CFA	<p>CFA works to advance pro-consumer policy on a variety of issues before Congress, the White House, federal and state regulatory agencies, state legislatures, and the courts. Its staff works with public officials to promote beneficial policies, to oppose harmful policies, and to ensure a balanced debate on important issues in which consumers have a stake. CFA investigates consumer issues, behavior, and attitudes. The findings of such projects are published in reports that assist consumer advocates and policymakers as well as individual consumers. This research also provides the basis for new consumer initiatives, public service advertising, and consumer information and education efforts. As an education organization, CFA disseminates information on consumer issues to the public and the media, as well as to policymakers and other public interest advocates. As a service organization, CFA provides support to organizations committed to the goals of consumer advocacy, research, and education.</p>
Families USA	<p>Families USA is a national nonprofit, non-partisan organization dedicated to the achievement of high-quality, affordable health care for all Americans. Working at the national, state, and community levels, we have earned a national reputation as an effective voice for health care consumers for over 20 years.</p>
Florida PIRG	<p>Florida PIRG is an advocate for the public interest. When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, Florida PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. Florida PIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.</p>

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
Georgia PIRG	<p>Georgia Public Interest Research Group (Georgia PIRG) is an advocate for the public interest. When consumers are cheated, or the voices of ordinary citizens are drowned out by special interest lobbyists, Georgia PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. Georgia PIRG's mission is to deliver persistent, result-oriented public interest activism that encourages a fair, sustainable economy, and fosters responsive, democratic government.</p>
Henry J. Kaiser Family Foundation	<p>A leader in health policy and communications, the Kaiser Family Foundation is a non-profit, private operating foundation focusing on the major health care issues facing the U.S., with a growing role in global health. We serve as a non-partisan source of facts, information, and analysis for policymakers, the media, the health care community, and the public. Our product is information, always provided free of charge – from the most sophisticated policy research, to basic facts and numbers, to information young people can use to improve their health or elderly people can use to understand their Medicare benefits.</p>
Illinois PIRG	<p>When consumers are cheated, or our natural environment is threatened, or the voices of ordinary citizens are drowned out by special interest lobbyists, Illinois PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. Illinois PIRG's mission is to deliver persistent, result-oriented public interest activism that protects our environment, encourages a fair, sustainable economy, and fosters responsive, democratic government.</p>
Indiana PIRG	<p>As college students, we are about to face big problems when we graduate - from global warming to endangered species, from the escalating cost and declining quality of health care to the plight of the hungry and homeless. Every campus has its share of apathy, but students care about these problems. And more than any other group of people, we have the time, the energy, the intelligence, the resources and the idealism to help solve them.</p>

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
Iowa PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, Iowa PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. Iowa PIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.
Maryland PIRG	Maryland PIRG takes on powerful interests on behalf of Maryland's citizens, working to win concrete results for our health and our well-being. With a strong network of researchers, advocates, organizers and students across the state, we stand up to powerful special interests on issues to stop identity theft, fight political corruption, provide safe and affordable prescription drugs, and strengthen voting rights.
Massachusetts PIRG	MASSPIRG takes on powerful interests on behalf of Massachusetts' citizens, working to win concrete results for our health and our well-being. With a strong network of researchers, advocates, organizers and students across the state, we stand up to powerful special interests on issues to stop identity theft, fight political corruption, provide safe and affordable prescription drugs, and strengthen voting rights.
Missouri PIRG	When consumers are cheated, or our natural environment is threatened, or the voices of ordinary citizens are drowned out by special interest lobbyists, MoPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. MoPIRG's mission is to deliver persistent, result-oriented public interest activism that protects our environment, encourages a fair, sustainable economy, and fosters responsive, democratic government.
National Association of Consumer Advocates, NACA	The National Association of Consumer Advocates (NACA) is a nationwide organization of more than 1000 attorneys who represent and have represented hundreds of thousands of consumers victimized by fraudulent, abusive and predatory business practices. As an organization fully committed to promoting justice for consumers, NACA's members and their clients are actively engaged in promoting a fair and open marketplace that forcefully protects the rights of consumers, particularly those of modest means.

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
National Association of Consumer Agency Administrators, NACAA	The NACAA mission is to support our members by providing them with pertinent resources, timely data, informative newsletters; to promote consumer education, consumer rights and needed consumer legislation; to link government consumer professionals with their peers and related experts; and to encourage corporate participation and seek their advice.
National Consumer League, NCL	Our mission is to protect and promote social and economic justice for consumers and workers in the United States and abroad. The National Consumers League is a private, nonprofit advocacy group representing consumers on marketplace and workplace issues. We are the nation's oldest consumer organization. NCL provides government, businesses, and other organizations with the consumer's perspective on concerns including child labor, privacy, food safety, and medication information.
National Mental Health Association, NMHA	The National Mental Health Association (NMHA) is the country's oldest and largest nonprofit organization addressing all aspects of mental health and mental illness. With more than 340 affiliates nationwide. NMHA works to improve the mental health of all Americans, especially the 54 million individuals with mental disorders, through advocacy, education, research and service. NMHA was established in 1909 by former psychiatric patient Clifford W. Beers. During his stays in public and private institutions, Beers witnessed and was subjected to horrible abuse. From these experiences, Beers set into motion a reform movement that took shape as the National Mental Health Association. NMHA was established in 1909 by former psychiatric patient Clifford W. Beers. During his stays in public and private institutions, Beers witnessed and was subjected to horrible abuse. From these experiences, Beers set into motion a reform movement that took shape as the National Mental Health Association. NMHA's work has resulted in positive change.
New Hampshire PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, NHPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. NHPIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
New Jersey PIRG	NJPIRG takes on powerful interests on behalf of New Jersey's citizens, working to win concrete results for our health and our well-being. With a strong network of researchers, advocates, organizers and students across the state, we stand up to powerful special interests on issues to stop identity theft, fight political corruption, provide safe and affordable prescription drugs, and strengthen voting rights.
New Mexico PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, NMPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. NMPIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.
New York PIRG	The New York Public Interest Research Group (NYPIRG) is New York State's largest student-directed consumer, environmental and government reform organization. We are a nonpartisan, not-for-profit group established to effect policy reforms while training students and other New Yorkers to be advocates. Since 1973, NYPIRG has played the key role in fighting for more than 120 public interest laws and executive orders.
North Carolina PIRG	North Carolina Public Interest Research Group (NCPIRG) is an advocate for the public interest. When consumers are cheated, or the voices of ordinary citizens are drowned out by special interest lobbyists, NCPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. NCPIRG's mission is to deliver persistent, result-oriented public interest activism that encourages a fair, sustainable economy, and fosters responsive, democratic government.
Ohio PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, Ohio PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. Ohio PIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
OSPIRG (Oregon)	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, OSPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. OSPIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.
Pennsylvania PIRG	When corporate or governmental wrongdoing threatens our health and safety, or violates the fundamental principles of fairness and justice, PennPIRG stands up for Pennsylvania consumers. We conduct investigative research, publish reports and exposes, advocate new laws, and, when necessary, take corporate wrongdoers or unresponsive government to court.
PIRGIM (Michigan)	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, PIRGIM speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. PIRGIM's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.
Prescription Access Litigation	The Prescription Access Litigation (PAL) Project works to make prescription drug prices more affordable for consumers, using class action litigation and public education. PAL and its members seek to challenge illegal pricing tactics and deceptive marketing by drug companies, Pharmacy Benefit Managers, and other pharmaceutical industry players.
Public Citizen	Public Citizen is a national, nonprofit consumer advocacy organization founded in 1971 to represent consumer interests in Congress, the executive branch and the courts. We fight for openness and democratic accountability in government, for the right of consumers to seek redress in the courts; for clean, safe and sustainable energy sources; for social and economic justice in trade policies; for strong health, safety and environmental protections; and for safe, effective and affordable prescription drugs and health care.

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
Rhode Island PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, RIPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. RIPIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.
Rx Watchdog Report, Published by AARP's Public Policy Institute	The AARP Watchdog Report monitors the pricing, legislative and public policies of the world's pharmaceutical manufacturers, and reports those policies, detrimental or beneficial, to our members and the American public. AARP is committed to advocating for responsible prescription drug prices through legal action, legislative policy and consumer education.
Texas PIRG	When consumers are cheated, or the voices of ordinary citizens are drowned out by special interest lobbyists, TexPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. TexPIRG's mission is to deliver persistent, result-oriented public interest activism that encourages a fair, sustainable economy, and fosters responsive, democratic government.
U.S. PIRG (Public Interest Research Group)	U.S. PIRG is an advocate for the public interest. When consumers are cheated, or our natural environment is threatened, or the voices of ordinary citizens are drowned out by special interest lobbyists, U.S. PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. U.S. PIRG's mission is to deliver persistent, result-oriented public interest activism that protects our environment, encourages a fair, sustainable economy, and fosters responsive, democratic government.
University of Minnesota's PRIME Institute	The PRIME Institute was established in 1991 in the College of Pharmacy, University of Minnesota, as an independent and global research, education and consulting organization whose mission is the study of the economic and policy issues to help improve popular access to pharmaceuticals and pharmaceutical services. The Institute is directed by Stephen W. Schondelmeyer, Pharm.D., Ph.D., Head of the Department of Pharmaceutical Care & Health Systems, Professor of Pharmaceutical Economics and Century Mortar Club Endowed Chair in Pharmaceutical Management and Economics.

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
Vermont PIRG	Founded in 1972, VPIRG is the largest nonprofit consumer and environmental advocacy organization in the state, with approximately 20,000 members and supporters. VPIRG's mission is to promote and protect the health of Vermont's people, environment and locally-based economy by informing and mobilizing citizens statewide.
Washington PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, WashPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. WashPIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.
Wisconsin PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, WISPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. WISPIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.

EXHIBIT 5

UNITED STATES DISTRICT COURT – DISTRICT OF MASSACHUSETTS

**If You Are a Third-Party Payor that Made
Reimbursements for the Cost of Prescription Drugs Based
in any Part on Price Information Reported by
First DataBank or Medi-Span,
Proposed Class Action Settlements May Affect Your Rights**

The District Court has authorized this Notice

- There are proposed Settlements in two class action lawsuits. The names of the lawsuits are *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, No. 1:05-CV-11148-PBS, and *D.C. 37 Health & Security Plan v. Medi-Span*, No. 07-cv-10988-PBS. These cases are pending in the U.S. District Court for the District of Massachusetts.
- First DataBank, Inc. (“FDB”) publishes data related to the price of prescription drugs. One of the data fields FDB publishes is called the Blue Book Average Wholesale Price (“BBAWP”). The published BBAWP of a drug is often used to determine: a.) what insurance companies and Third-Party Payors (“TPPs”) will reimburse for these drugs, b.) the amount of co-payments for consumers who pay a percentage co-pay, and c.) the price paid by consumers who pay the full price of drugs at pharmacies. FDB is not, nor has it ever been, a manufacturer, supplier, wholesaler, distributor, or seller of prescription drugs.
- The FDB lawsuit claims that in or about 2001 FDB and a large prescription drug wholesaler, McKesson, wrongfully inflated the mark-up factor used to determine the BBAWP that applies to numerous prescription drugs. Plaintiffs allege that as a result, Third-Party Payors (“TPP”s) and some consumers paid more for these prescription drugs than they otherwise would have from 2001 forward.
- The Medi-Span lawsuit claims that Medi-Span negligently published the Average Wholesale (“AWP”) price of prescription drugs based on information received from FDB.
- There is no money for TPPs or consumers now. The Settlements provide “injunctive relief.” This means that instead of paying money damages, the companies agree to change what they are doing to benefit the Settlement Classes. Substantial benefits will be provided to consumers because FDB and Medi-Span will, among other things, reduce the mark-up factor for thousands of prescription drugs, and stop publishing the AWP within 2-3 years. Class Counsel estimate that this reduction may save well over a

billion dollars in future prescription drug costs for consumers, insurers and TPPs in a single 12-month period.

- McKesson has not settled these claims and remains a Defendant in the FDB litigation.

A Summary of Your Rights and Choices:

*Your Legal Rights Are Affected Even If You Do Not Act.
Read This Notice Carefully.*

You May:		Due Date:
<i>Remain in the Classes</i>	<i>Stay in the lawsuits</i> If you wish to stay in the Classes you do not need to do anything. You will not be able to sue FDB or Medi-Span for the claims in these lawsuits and you will also be bound by the Court's decisions concerning the Settlements. See Question 8.	<u><i>N/A</i></u>
<i>Exclude Yourself</i>	<i>Get out of the Classes</i> You can write and ask to get out of the Classes and keep your right to sue FDB and Medi-Span on your own about the claims in the lawsuits. See Questions 11 and 12.	<u><i>Postmarked by Month Date 2007</i></u>
<i>Object to the Settlements</i>	<i>Object or comment on the Settlements.</i> If you don't exclude yourself, you can appear and speak at the Fairness Hearing on your own or through your own lawyer to object or comment on the Settlements. (Class Counsel has been appointed to represent you.) See Question 13.	<u><i>Postmarked by Month Date 2007</i></u>

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BASIC INFORMATION

1. Why did I get this Notice?

You received this Notice because you are a TPP that may have made reimbursements for certain prescription drugs

- Between January 1, 2000 and the date of the Court's Final Approval of the FDB Settlement where the reimbursement was based on allegedly inflated price data published by FDB and/or
- Between December 19, 2001 and the date of the Court's Final Approval of the Medi-Span Settlement where the reimbursement was based on allegedly inflated price data published by Medi-Span.

You may also have requested this Notice after seeing the Summary Notice in a publication. If so, the lawsuits may affect you.

This Notice explains:

- What the lawsuits and Settlements are about.
- What the lawsuits claim and what FDB and Medi-Span say about the claims.
- Who is affected by the Settlements.
- Who represents the Classes in the lawsuits.
- What your legal rights and choices are.
- How and by when you need to act.

2. What are these lawsuits about?

FDB and Medi-Span are Defendants that publish certain data related to the prices of prescription drugs in their printed and electronic databases. FDB reports data including the BBAWP of each prescription drug. Prescription drug manufacturers often report the Wholesale Acquisition Cost ("WAC") to FDB and Medi-Span. FDB then applies a mark-up factor to the WAC to derive the BBAWP reported in its publications and databases.

From December 2001 into April 2004, Medi-Span published its AWP for prescription drugs based on data provided by FDB. Subsequently, Medi-Span independently applied a mark-up factor to the WAC to derive its AWP for certain drugs reported in its publications and databases. FDB and Medi-Span are not, nor have they ever been, a manufacturer, supplier, wholesaler, distributor or seller of prescription drugs. FDB and Medi-Span are publishers of information.

The published BBAWP or AWP of a prescription drug is often used as a benchmark by pharmacies, insurance companies and other TPPs to set the price of prescription drugs for

consumers who pay the full price of prescription drugs at pharmacies and to determine what insurance companies and TPPs will reimburse for these prescription drugs. Also, the co-payments made by certain consumers, those who pay a percentage of the cost of their prescription drugs rather than a flat co-payment amount, may also be determined based on the same BBAWP or AWP data.

Plaintiffs claim:

- That in 2001, FDB and a large prescription drug wholesaler, McKesson, wrongfully inflated the mark-up factor used to determine the BBAWP that applies to numerous prescription drugs. This allegedly caused members of the Class (TPPs and some consumers) whose payments for prescription drugs are tied to the published BBAWP to make substantial excess payments for those prescription drugs.
- That despite representations that it conducted surveys of wholesalers of prescription drugs to determine their BBAWP, FDB either failed to conduct those surveys or failed to conduct adequate surveys.

The FDB lawsuit alleges such legal theories as negligent representation, conspiracy, fraud and violations of consumer protection statutes. The Medi-Span lawsuit alleges that Medi-Span also negligently published inflated prescription drug prices. The Medi-Span lawsuit alleges such legal theories as negligent misrepresentation.

FDB and Medi-Span have denied any wrongdoing or liability. The Settlements are not an admission of wrongdoing or an indication that any law was violated. FDB and Medi-Span have entered into these Settlements solely to avoid further expense, inconvenience, and the burden of this litigation and any other present or future litigation arising out of the facts that allegedly gave rise to this litigation. FDB and Medi-Span wish to avoid the distractions and diversion of their personnel and resources. They also wish to put to rest this controversy and to avoid the risks inherent in uncertain complex litigation. The Court has not ruled on the merits of Plaintiffs' claims or on the defenses made by FDB and Medi-Span.

3. Why are these lawsuits class actions?

In a class action lawsuit, one or more people called "class representatives" sue on behalf of people who have similar claims. The people together are a "class" or "class members." The court must determine if it will allow the lawsuit to proceed as a class action. If it does, a trial of the claims then decides the lawsuit for everyone in the class or the parties may settle without a trial. Here, the Plaintiffs and FDB and Medi-Span have agreed to Settlements.

The Court has preliminarily approved the Settlements for Classes of individuals and entities that purchased prescription drugs based on the BBAWP data field published by FDB and the AWP published by Medi-Span. There will be Final Hearings for the Court to decide on whether to give final approval to the Settlements (see Question 18).

4. Why are there Settlements?

A settlement is an agreement between a plaintiff and a defendant following extended negotiation. Settlements conclude litigation but this does not mean that the court has ruled in favor of the plaintiff or the defendant. A settlement allows both parties to avoid the cost and risk of a trial and permits both parties to establish a just, fair and final resolution that is best for all involved. The class representatives and their attorneys decide that a settlement is the best result for all class members and the court is asked to approve the settlement as fair, reasonable and adequate. If this Court approves the Settlements, then FDB and Medi-Span will no longer be legally responsible for the claims made in these lawsuits.

Settlement Class Counsel and FDB and Medi-Span have engaged in extensive, arms-length negotiations regarding the issues presented in these litigations and the possible terms of a settlement. FDB and Medi-Span want to settle the Plaintiffs' claims in these litigations and Settlement Class Counsel believes the Settlements are fair, reasonable and adequate and in the best interests of the Classes.

5. Who is a Class Member?

The Classes consist of all entities that made purchases and/or paid, whether directly, indirectly, or by reimbursement, for all or part of the purchase price of prescription drugs, including but not limited to those identified on Exhibit A to the two Settlement Agreements. (To obtain a copy of the Settlement Agreements see Question 21.)

- The purchases based on FDB pricing must have been made between January 1, 2000 and the date of Final Court Approval of the FDB Settlement.
- The purchases based on Medi-Span published prices must have been made between December 19, 2001 and the date of Final Court Approval of the Medi-Span Settlement.
- Any part of the purchase price, reimbursement or payment amount must have been based on the BBAWP, the AWP or similar data published or disseminated by FDB or Medi-Span, electronically or otherwise.

Class Members that made flat co-payments are not included in the Classes. Also not included in the Classes are the Defendants and their present or former, direct and indirect, parents, subsidiaries, divisions, partners and affiliates; the United States government, its officers, agents, agencies and departments; the States of the United States and their respective officers, agents, agencies and departments and all other local governments and their officers, agents, agencies and departments.

Also, those entities that own or operate businesses referred to commonly as pharmacy benefit managers ("PBMs") and who as part of their business operation contract with ultimate TPPs of a prescription drug benefit to perform certain services in the administration and management of that prescription drug benefit for those ultimate TPPs are not Class Members under the Private Payor Class definition of these Settlements. The Classes include the ultimate TPPs providing the prescription drug benefit and not the

PBMs with which those TPPs contract with to administer or manage that prescription benefit on behalf of the Class Members, unless such PBMs are the fiduciary of the TPPs or by contract assumed, in whole or in part, the insurance risk of that prescription drug benefit during the Class Periods.

6. How do I know if I am included in the Settlements?

Unless you exclude yourself as described in Question 12 of this Notice, you are a member of the Classes and will be included in the Settlements if you are:

- A TPP that reimbursed for prescription drugs based on the BBAWP published by FDB or AWP published by Medi-Span.

A TPP is an entity that is:

- (a.) A party to a contract, issuer of a policy, or sponsor of a plan, *and*
- (b.) At risk, under such contract, policy, or plan, to pay or reimburse all or part of the cost of prescription drugs dispensed to covered natural persons.

TPPs include insurance companies, union health and welfare benefit plans and self-insured employers. Entities with self-funded plans that contract with a health insurance company or other entity to serve as a third-party claims administrator to administer their prescription drug benefits qualify as TPPs. Private plans that cover government employees and/or retirees are also included. (For a more comprehensive definition of TPPs refer to the Settlement Agreements. Question 21 provides instruction on how to obtain a copy of the Settlement Agreements).

BENEFITS OF THE SETTLEMENTS

7. What do the Settlements provide?

The Settlements do not provide cash payments by FDB or Medi-Span to Class Members. Rather, Class Members get what is called “injunctive relief.” This means that instead of getting money damages, the companies will agree to change what they are doing to benefit the Classes.

In this case, a substantial benefit is provided to the Classes because FDB and Medi-Span will both lower the mark-up factor used to determine the BBAWP and AWP for a large number of prescription drugs for which they publish price information. This will result in a reduction in the prices for these prescription drugs. **Class Counsel estimates that this reduction may save over a billion dollars for consumers, insurance providers and TPPs in just a single 12-month period.**

Within 2 years, FDB will also cease to publish the BBAWP data field, subject to certain exceptions. In addition, FDB will cooperate as outlined below in providing information on prescription drug pricing in connection with other litigation. Within 3 years, Medi-Span

will also cease to publish the AWP and will also provide information on prescription drug pricing in connection with other litigation.

Specifically:

(a) FDB and Medi-Span will reduce the WAC to AWP mark up they utilize for all prescription drugs, listed on Exhibit A to their respective Settlement Agreements, to 1.20. Currently, most prescription drugs on Exhibit A have a WAC to AWP mark up of greater than 1.20. As for other prescription drugs in either the FDB or Medi-Span databases that are on a mark-up factor basis and have a WAC to AWP mark up of less than 1.20, FDB and Medi-Span each agree that they shall not increase the WAC to AWP mark up for those prescription drugs by reason of the adjustment on other drugs described above.

Neither FDB nor Medi-Span shall at any time thereafter increase the WAC to AWP mark up of any prescription drugs above 1.20 unless a different methodology for determining WAC, AWP or mark ups is adopted that is verifiable. In addition, if verifiable prescription drug wholesale price information becomes available as a result of changes in law, regulation or industry practice, FDB and Medi-Span may publish such information. (This is subject to certain limitations as outlined in the Settlement Agreements.)

(b) FDB shall discontinue publishing, electronically or otherwise, the BBAWP data field for any prescription drug within two years from the Effective Date of the Settlements. Medi-Span shall discontinue publishing, electronically or otherwise, the AWP data field for any prescription drug within three years from the Effective Date of the Settlements. (This is subject to certain limitations as outlined in the Settlement Agreements.)

(c) Establish and maintain for a period of three (3) years from the Effective Date of the Settlement at FDB's expense, a Data Room. Access will be provided in connection with any claim or potential claim brought or contemplated against other defendants in litigation involving prescription drug pricing and reimbursement.

In addition, in connection with litigation *In re Pharmaceutical Industry Average Wholesale Price Litig.*, MDL 1456 ("AWP MDL"), FDB and Medi-Span will cooperate with and facilitate the interview of certain employees involved in the prescription drug price reporting and price data acquisition activities. FDB and Medi-Span will also make reasonable efforts to make certain employees and/or officers with relevant knowledge available for trial testimony in connection with (1) any trial of claims against the remaining defendant or defendants in this Class Action, (2) any trial in the AWP MDL.

REMAINING IN THE CLASSES

8. What happens if I do nothing and stay in the Classes?

If you do nothing, you will be included in the Classes. You will be bound by the terms and conditions of the Settlements. You will never be able to pursue any other lawsuit against FDB or Medi-Span concerning or related in any way to the claims alleged in these lawsuits.

If the Settlements are approved, the claims against FDB and Medi-Span will be completely “released.” This means that you cannot sue FDB or Medi-Span for money damages or other relief based on the claims in these lawsuits.

Class Members agree to forever release all claims even if they later discover new facts about the claims in these lawsuits. This includes any claims whether known or unknown, suspected or unsuspected, contingent or non-contingent. All claims will be released forever whether or not the facts were concealed or hidden, without regard to the subsequent discovery or existence of such different or additional facts.

9. If I remain in the Classes, what claims am I specifically giving up?

The legal definition of the “Released Claims” is as follows:

“Released Claims” shall mean any and all known or unknown claims, demands, actions, suits, causes of action, damages whenever incurred whether compensatory, punitive, or exemplary, liabilities of any nature or under any theory whatsoever. This includes costs, expenses, penalties and attorneys’ fees, in law, equity, or statutory that any Class Member who did not opt-out ever had or now has, directly, representatively, derivatively or in any capacity, arising out of any conduct, events or transactions relating to the collection, calculation, formulas, mark up, determination, dissemination, publication of, and representations concerning, the AWP or BBAWP or similar data published or disseminated by First DataBank, Inc. or Medi-Span electronically or otherwise for any prescription drugs. This includes but is not limited to, the allegations contained in the action entitled *New England Carpenters Health Benefits Fund et al. v. First Databank, Inc., et al.*, Civil Action No. 1:05-CV-11148 (D.Mass.) and *D.C. 37 Health & Security Plan v. Medi-Span*, No. 07-cv-10988-PBS.

10. What entities am I releasing?

The Released Entities are:

- First DataBank, Inc., its parent, subsidiaries, and affiliates and their past, present and future officers, directors, trustees, employees, agents, attorneys, shareholders, predecessors, successors and assigns; and
- Medi-Span, a division of Wolters Kluwer Health, Inc., its parent, subsidiaries, and affiliates and their (including Medi-Span's) past, present and future officers, directors, trustees, employees, agents, attorneys, shareholders, predecessors and assigns.

EXCLUDING YOURSELF FROM EITHER OF THE SETTLEMENT CLASSES

11. What do I do if I don't want to be in the Settlements?

If you are a TPP and you don't want to be in either Class and you want to keep the right to sue FDB or Medi-Span about the same claims on your own, you must take steps to get out of the Classes. This is called excluding yourself. By excluding yourself, you keep the right to file your own lawsuit or join another lawsuit against FDB and Medi-Span about the claims in these lawsuits. If you exclude yourself from the Classes, you will not be in the Settlements. However, if too many Class Members exclude themselves from the Settlements, FDB and Medi-Span can cancel the Settlement Agreements. This means that no one will see cost savings in the future due to these Settlements.

12. How do I exclude myself from the Classes?

You can exclude yourself from the FDB Class, the Medi-Span Class or both Classes.

If you wish to be excluded from the Class or Classes, you can send a letter signed by you that includes all of the following:

- The name, address, and telephone number of the TPP;
- The name and number of the lawsuit or lawsuits: *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, No. 1:05-CV-11148-PBS and/or *D.C. 37 Health & Security Plan v. Medi-Span*, No. 07-cv-10988-PBS;
- The tax identification number for the TPP;
- A statement that the individual signing the letter is authorized to act on behalf of the TPP;
- If you have hired your own lawyer, the name, address, and telephone number of your lawyer; and
- A statement that you want to be excluded from a Class or Classes.

If a TPP seeks to act on behalf of other TPPs for which it administers prescription drug benefits, the exclusion letter must also include the tax identification numbers for each entity seeking to be excluded. It must also include a statement that the individual signing the letter has the authority to act on behalf of such entity either expressly or by contract.

All exclusion letters must be mailed first class, **postmarked on or before [Month Date,] 2007**, to:

FDB/Medi-Span AWP Litigation Administrator
P.O. Box xxx
City, State Zip code

Please remember that you can't exclude yourself by phone or by sending an email.

COMMENTING ON THE SETTLEMENTS

13. Can I object to or comment on the Settlements?

If you have comments about, or disagree with, any aspect of the Settlements, including the requested attorneys' fees or the expense reimbursement plan, you may express your views to the Court through a written response to the Settlements. You can comment about either or both of the Settlements. The written response should include your name, address, telephone number and a brief explanation of your reasons for objection. The document **must** be signed to ensure the Court's review. The response must be postmarked no later than **Month, Day 2007** and mailed to:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

In addition, your document must clearly state that it relates to the following Civil Action Number:

(For the FDB lawsuit) No. 1:05-CV-11148-PBS and/or
(For the Medi-Span lawsuit) No. 07-cv-10988-PBS

14. What is the difference between objecting to the Settlements and excluding myself from the Settlements?

An objection to the Settlements is made when you wish to remain a member of the Classes and be subject to the Settlements but disagree with some aspect of the Settlements. An objection allows your views to be heard in Court. In contrast, exclusion means that you are no longer a Class Member and ultimately do not want to be subject to the Settlements' terms and conditions. Once excluded, you lose any right to object to the Settlements or to the attorneys' fees because the case no longer affects you.

THE LAWYERS REPRESENTING YOU

15. Do I have a lawyer representing my interests in these cases?

Yes. The Court has appointed the following law firms to represent you and other Class Members:

Hagens Berman Sobol Shapiro LLP
www.hagens-berman.com
1301 Fifth Avenue, Suite 2900
Seattle, WA 98101

and

One Main Street, 4th Floor
Cambridge, MA 02142

Spector Roseman & Kodroff, PC
www.srk-law.com

1818 Market Street, Suite 2500
Philadelphia, PA 19103

Wexler Toriseva Wallace LLP
www.wtwlaw.us
One North LaSalle St., Suite 2000
Chicago, IL 60602

Edelson & Associates LLC
45 West Court Street
Doylestown, PA 18901

These lawyers are called Class Counsel. You won't be charged personally for these lawyers, but they will ask the Court to award them a fee. More information about Class Counsel and their experience is available at the Web sites listed above.

16. How will the lawyers be compensated?

Class Counsel will request that the Court award attorneys' fees and expenses. The Court has appointed Class Counsel to represent everyone in the Classes. Subject to Court approval, FDB will pay Class Counsel fees not to exceed \$625,000, expenses of \$200,000, and \$125,000 for the maintenance of the Data Room for a period of 3 years. Class Counsel will receive \$100,000 in fees and expenses in connection with the Settlement with Medi-Span. FDB will also pay the cost of notice to all Class Members. You may hire your own attorney, if you wish. However, you will be responsible for that attorney's fees and expenses.

17. Should I get my own lawyer?

You don't need to hire your own lawyer, but if you want your own lawyer to speak for you or appear in Court, you must file a Notice of Appearance (*see* Question 20 to find out how to submit a Notice of Appearance). If you hire a lawyer to appear for you in the lawsuit, you will have to make your own arrangement for that lawyer's compensation.

THE COURT'S FINAL APPROVAL HEARING

18. When and where will the Court decide on whether to grant final approval of the Settlements?

The Court will hold Final Approval Hearings on _____ at _____ to consider whether the Settlements are fair, reasonable, and adequate. At the Hearings, the Court will decide whether to approve the Settlements and the motion for attorneys' fees and expenses. If comments or objections have been received, the Court will consider them at this time.

Note: The Hearings may be postponed to a different date without additional notice. Updated information will be posted on the FDB/Medi-Span AWP Litigation Web site at www.xxxxxxx.com.

19. Must I attend the Final Approval Hearings?

Attendance is not required, even if you properly mailed a written response. Class Counsel is prepared to answer the Court's questions on your behalf. If you or your personal attorney still want to attend the Hearings, you are more than welcome at your expense. However, it is not necessary that either of you attend. As long as the objection was postmarked before the deadline, the Court will consider it.

20. May I speak at the Final Approval Hearings?

You may speak at the Final Approval Hearings or hire your own lawyer to speak on your behalf. If you want your own lawyer to speak for you instead of Class Counsel at the Final Approval Hearings, you must give the Court a paper that is called a "Notice of Appearance." The Notice of Appearance should include the name and number of the lawsuits, and state that you wish to enter an appearance at the Fairness Hearings. It also must include your name, address, telephone number, and signature as well as the name and address of your lawyer, if one is appearing for you. Your "Notice of Appearance" **must** be postmarked no later than **Month Day 2007**. You cannot speak at the Hearings if you asked to be excluded from the Settlement Classes.

The Notice of Appearance must be filed with the Court at the following address:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

The Notice of Appearance must be filed using the following Civil Action Number:

(For the FDB lawsuit) No. 1:05-CV-11148-PBS and/or
(For the Medi-Span lawsuit) No. 07-cv-10988-PBS

GETTING MORE INFORMATION

21. Where do I obtain more information?

More details are in the Settlement Agreements and Exhibits filed by Class Counsel and are also in the other legal documents that have been filed with the Court in this lawsuit. You can look at and copy these legal documents at any time during regular office hours at the Office of the Clerk of Court, John Joseph Moakley U.S. Courthouse, 1 Courthouse Way, Suite 2300, Boston, Massachusetts 02210. These documents will also be available on the FDB/Medi-Span AWP Litigation Web site at www.xxxxxxx.com.

In addition, if you have any questions about the lawsuit or this Notice, you may:

- Visit the FDB/Medi-Span AWP Litigation Web site www.xxxx.com
- Call toll free 1-xxx-xxx-xxxx (hearing impaired call 1-yyy-yyy-yyyy)
- Write to: FDB/Medi-Span AWP Litigation Administrator, PO Box xxxx, City, State Zip

[date]

EXHIBIT 6

If You Paid for All or Part of Prescription Drugs

Class Action Settlements Will Affect your Legal Rights and
What You May Pay in the Future for Thousands of Drugs.

*The District Court has authorized this Notice. It is not a solicitation from a lawyer.
You are not being sued.*

[Spanish: For More Information On these Proposed Settlements Visit www.xxx.com]

- Proposed Class Action Settlements have been reached in two class actions about the way certain prescription drug price information is published. The lawsuits claim that certain prescription drugs you pay for may have been overpriced. The Settlements will save you money by changing the way the prescription drug price information is published in the future.
- The two companies being sued are First DataBank, Inc. ("FDB") and Medi-Span. These companies publish information that may be used to determine the full and co-payment price that some consumers pay for prescription drugs. The information is also used to determine how much insurance companies will reimburse for these prescription drugs. FDB and Medi-Span are not, nor have they ever been, a manufacturer, supplier, wholesaler, distributor, or seller of prescription drugs.
- The companies have agreed to change the way they determine prices they publish. They will also cease to publish certain price information in two to three years.

A Summary of Your Rights and Choices:

*Your Legal Rights Are Affected Even If You Do Not Act.
Read This Notice Carefully.*

You May:		Due Date:
<i>Remain in the Classes</i>	<i>Stay in the lawsuits</i> If you wish to stay in the Classes, you do not need to do anything. You will not be able to sue FDB or Medi-Span for the claims in this lawsuit and will be bound by the Court's decisions. See Question 8.	<u>N/A</u>
<i>Exclude Yourself</i>	<i>Get out of the Classes</i> You can write and ask to get out the Classes and keep your right to sue FDB and Medi-Span on your own about the claims in the lawsuits. See Questions 11 and 12.	<u>Postmarked</u> <u>by</u> <u>Month Date</u> <u>2007</u>
<i>Object to the Settlements</i>	<i>Object or comment on the Settlements.</i> If you don't exclude yourself, you can appear and speak in the lawsuits on your own or through your own lawyer to object or comment on the Settlements. (Class Counsel has been appointed to represent you.) See Question 13.	<u>Postmarked</u> <u>by</u> <u>Month Date</u> <u>2007</u>

WHAT THIS NOTICE CONTAINS

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3. Why is this a class action?..... X
4. Why are there Settlements?..... X
5. Who is a Class Member?..... X
6. How do I know if I am included in the Settlements?..... X

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GETTING MORE INFORMATION

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BASIC INFORMATION

1. Why did I get this Notice?

You received this Notice because you are a consumer that may have paid for all or part of certain prescription drugs out-of-pocket. You may also have requested this Notice after seeing the Summary Notice in a publication. If so, the lawsuits may affect you.

This Notice explains:

- What the lawsuits and Settlements are about.
- What the lawsuits claim and what FDB and Medi-Span say about the claims.
- Who is affected by the Settlements.
- Who represents the Classes in the lawsuits.
- What your legal rights and choices are.
- How and by when you need to act.

2. What are these lawsuits about?

Prescription drugs often are priced using certain benchmarks. The most common pricing benchmark is something called the Average Wholesale Price or “AWP”. The AWP often helps pharmacies and insurance companies decide what to charge consumers for prescription drugs. This is when consumers pay the full price of prescription drugs or a percentage of the cost rather than a flat co-payment amount.

FDB¹ and Medi-Span publish the AWP of certain prescription drugs in their printed and electronic databases.

FDB determines the AWP by taking the wholesale costs it gets from the manufacturer and then marking that price up. The lawsuits claim that FDB marked up the costs too much.

From December 2001 into April 2004, Medi-Span published its AWP for prescription drugs based on data provided by FDB.

FDB and Medi-Span are not, nor have they ever been, a manufacturer, supplier, wholesaler, distributor or seller of prescription drugs. FDB and Medi-Span are merely publishers of information.

¹ The technical name for the price that FDB publishes is the Blue Book Average Wholesale Price (“BBAWP”). To determine the BBAWP FDB marks up what is called the Wholesale Acquisition Price (“WAC”). The WAC is given to FDB from the pharmaceutical manufacturers. From 2001 to 2004 Medi-Span published this same data it got from FDB but called it the AWP in its databases. After that time Medi-Span applied its own mark-up to the WAC.

FDB and Medi-Span have denied any wrongdoing or responsibility. FDB and Medi-Span have entered into these Settlements solely to avoid further expense, inconvenience, the burden of this litigation and any other present or future litigation arising out of the facts in this case.

3. Why is this a class action?

In a class action lawsuit, one or more people called “class representatives” sue on behalf of people who have similar claims. The people together are a “class” or “class members.” The court must determine if it will allow the lawsuit to proceed as a class action. If it does, all decisions made will affect everyone in the class.

Here, the people that sued (“Plaintiffs”) and FDB and Medi-Span (“Defendants”) have agreed to Settlements. The Court has preliminarily approved these Settlements for individuals who purchased prescription drugs that were priced based on the AWP published by FDB and Medi-Span. There will be Fairness Hearings for the Court to decide on whether to give final approval to the Settlements. (See question 18.)

4. Why are there Settlements?

A settlement is an agreement between a plaintiff and a defendant following extended negotiation. Settlements conclude litigation but this does not mean that the court has ruled in favor of the plaintiff or the defendant. A settlement allows both parties to avoid the cost and risk of a trial and permits both parties to establish a just, fair and final resolution that is best for all involved. The class representatives and their attorneys decide that a settlement is the best result for all class members and the court is asked to approve the settlement as fair, reasonable and adequate. If this Court approves the Settlements, then FDB and Medi-Span will no longer be legally responsible for the claims made in these lawsuits.

The lawyers representing the Classes (“Class Counsel”) and FDB and Medi-Span have engaged in extensive, arms-length negotiations regarding the issues presented in these lawsuits and the possible terms of a settlement. FDB and Medi-Span want to settle the claims in these lawsuits and Class Counsel believes the Settlements are fair, reasonable and adequate and in the best interests of the Class.

5. Who is a Class Member?

You are a member of the Classes if you paid for all or part of certain prescription drugs based on data published by FDB or Medi-Span. (A list of those prescription drugs is available at www.XXXXXX.com. There are two different lists of prescription drugs, one that lists prescription drugs reported by FDB and one that lists prescription drugs reported by Medi-Span. These lists are also attached, as Exhibit A, to each Settlement Agreement. To get a copy of the Settlement Agreements see Question 21.) You must have made these purchases during certain times:

- The purchases based on FDB pricing must have been made between January 1, 2000

and the date of Final Court Approval of the FDB Settlement.

- The purchases based on Medi-Span published prices must have been made between December 19, 2001 and the date of Final Court Approval of the Medi-Span Settlement.

Any part of the price you paid for prescription drugs must have been based on data published by FDB or Medi-Span, electronically or otherwise.

If you made flat co-payments for your prescription drugs, you were not affected by FDB and Medi-Span's alleged actions and you are not a Class Member. Flat co-payments are those that do not differ with the cost of the prescription drug. Consumers who have flat co-pays that are tiered (i.e. one flat price for all brand named prescription drugs and another flat co-payment for generic prescription drugs) are also not Class Members.

There are a number of other people that are also not included in the Class. These people include:

- the Defendants and their present or former, direct and indirect, parents, subsidiaries, divisions, partners and affiliates; and
- the United States government, its officers, agents, agencies and departments; the States of the United States and their respective officers, agents, agencies and departments; and all other local governments and their officers, agents, agencies and departments.

Also excluded from the Class are those entities that own or operate businesses referred to commonly as pharmacy benefit managers ("PBMs"). These PBMs, as part of their business operation, contract with Third-Party Payors to perform certain services in the administration and management of prescription drug benefit plans.

6. How do I know if I am included in the Settlements?

Unless you exclude yourself, you are a member of the Classes and will be included in the Settlements if you:

- paid for all or part of the price of a prescription drug based on the data published by FDB or Medi-Span during the relevant time periods.

BENEFITS OF THE SETTLEMENTS

7. What do the Settlements provide?

The Settlements do not provide cash payments by FDB or Medi-Span.

Rather, Class Members get what is called "injunctive relief." This means that instead of getting money damages, the companies will agree to change what they are doing to benefit the Classes.

In this case, a substantial benefit is provided to the Classes because FDB and Medi-Span will change the way they publish pricing information for a large number of prescription drugs. This may result in a reduction in the prices for these prescription drugs.

Class Counsel estimates that this reduction may save over a billion dollars for consumers, insurance providers and Third-Party Payors in just a single 12-month period.

Within 2 years, FDB will stop publishing the AWP, subject to certain exceptions. In addition, FDB will cooperate as outlined below in providing information on prescription drug pricing in connection with other lawsuits. Within 3 years, Medi-Span will also stop publishing the AWP and will also provide information on prescription drug pricing in connection with other litigation.

Specifically:

(a) FDB and Medi-Span will reduce the mark-up amount used for all prescription drugs listed on Exhibit A. These markups will be decreased to 1.20. Currently, in many cases the mark up is 1.25. FDB and Medi-Span also agree not to increase the mark up for those prescription drugs not on Exhibit A that are below 1.20 to above 1.20 at any time in the future because of this adjustment.

If verifiable prescription drug wholesale price information becomes available as a result of changes in law, regulation or industry practice, FDB and Medi-Span may publish such information. (This is subject to certain limitations as outlined in the Settlement Agreements.)

(b) FDB will stop publishing, electronically or otherwise, the AWP for any prescription drug within two years from the Effective Date of the Settlements. Medi-Span will stop publishing, electronically or otherwise, the AWP for any prescription drug within three years from the Effective Date of the Settlements. (This is subject to certain limitations as outlined in the Settlement Agreements.)

(c) FDB will establish and maintain for a period of three (3) years from the Effective Date of the Settlement at FDB's expense, a Data Room. Access will be provided in connection with any claim or potential claim brought or contemplated against other defendants in litigation involving prescription drug pricing and reimbursement.

FDB and Medi-Span also agree to cooperate in providing information in another related lawsuit: *In re Pharmaceutical Industry Average Wholesale Price Litig.*, MDL 1456 ("AWP MDL").

REMAINING IN THE CLASSES

8. What happens if I do nothing and stay in the Classes?

If you do nothing, you will be included in the Classes. You will be bound by the terms and conditions of the Settlements. You will never be able to pursue any other lawsuit against FDB or Medi-Span concerning or related in any way to the claims alleged in these lawsuits.

If the Settlements are approved, the claims against FDB and Medi-Span will be completely “released.” This means that you cannot sue FDB or Medi-Span for money damages or other relief based on the claims in these lawsuits.

Class Members agree to forever release all claims even if they later discover new facts about the claims in these lawsuits. This includes any claims whether known or unknown, suspected or unsuspected, contingent or non-contingent. All claims will be released forever whether or not the facts were concealed or hidden, without regard to the subsequent discovery or existence of such different or additional facts.

9. If I remain in the Classes, what claims am I specifically giving up?

The technical release is as follows: "Released Claims" which shall mean any and all known or unknown claims, demands, actions, suits, causes of action, damages whenever incurred whether compensatory, punitive, or exemplary, liabilities of any nature or under any theory whatsoever. This includes costs, expenses, penalties and attorneys' fees, in law, equity, or statutory that any Class Member who did not opt out ever had or now has, directly, representatively, derivatively or in any capacity, arising out of any conduct, events or transactions relating to the collection, calculation, formulas, mark up, determination, dissemination, publication of, and representations concerning the AWP or similar data published or disseminated by First DataBank, Inc. or Medi-Span electronically or otherwise for any prescription drugs. This includes but is not limited to, the allegations contained in the action entitled *New England Carpenters Health Benefits Fund et al. v. First Databank, Inc., et al.*, Civil Action No. 1:05-CV-11148 (D. Mass.) and *D.C. 37 Health & Security Plan v. Medi-Span*, No. 07-cv-10988-PBS (D. Mass).

10. What entities am I releasing?

The Released Entities are:

- First DataBank, Inc., its parent, subsidiaries, and affiliates and their past, present and future officers, directors, trustees, employees, agents, attorneys, shareholders, predecessors, successors and assigns; and
- Medi-Span, a division of Wolters Kluwer Health, Inc., its parent, subsidiaries, and affiliates and their (including Medi-Span's) past, present and future officers, directors, trustees, employees, agents, attorneys, shareholders, predecessors and assigns.

EXCLUDING YOURSELF FROM EITHER OF THE SETTLEMENT CLASSES

11. What do I do if I don't want to be in the Settlements?

If you don't want to be in either Class and you want to keep the right to sue FDB or Medi-Span about the same claims on your own, you must take steps to get out of the Classes. This is called excluding yourself. By excluding yourself, you keep the right to file your own lawsuit or join another lawsuit against FDB and Medi-Span about the claims in these lawsuits.

If you exclude yourself from the Classes, you will not be in the Settlements. However, if too many Class Members exclude themselves from the Settlements, FDB and Medi-Span can cancel the agreement. This means that no one will see cost savings in the future due to these Settlements.

12. How do I exclude myself from the Classes?

You can exclude yourself from the FDB Class, the Medi-Span Class or both Classes.

If you wish to be excluded from the Class or Classes, you can send a letter signed by you that includes all of the following:

- Your name, address, and telephone number;
- The name and number of the lawsuit or lawsuits: *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, No. 1:05-CV-11148-PBS and/or *D.C. 37 Health & Security Plan v. Medi-Span*, No. 07-cv-10988-PBS;
- If you have hired your own lawyer, the name, address, and telephone number of your lawyer; and
- A statement that you want to be excluded from a Class or Classes.

All exclusion letters must be mailed first class, **postmarked on or before [Month Date,] 2007**, to:

FDB/Medi-Span AWP Litigation Administrator
P.O. Box xxx
City, State Zip code

Please remember that you can't exclude yourself by phone or by sending an email.

COMMENTING ON THE SETTLEMENTS

13. Can I object to or comment on the Settlements?

If you have comments about, or disagree with, any part of the Settlements, including the requested attorneys' fees or the expense reimbursement plan, you may express your views to the Court through a written response to the Settlements. You can comment about either or both of the Settlements. The written response should include your name, address, telephone number and a brief explanation of your reasons for objection. The document **must** be signed to ensure the Court's review. The response must be postmarked no later than **Month, Day 2007** and mailed to:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

In addition, your document must clearly state that it relates to the following Civil Action Number:

(For the FDB lawsuit) No. 1:05-CV-11148-PBS and/or
(For the Medi-Span lawsuit) No. 07-cv-10988-PBS

14. What is the difference between objecting to the Settlements and excluding myself from the Settlements?

An objection to the Settlements is made when you wish to remain a Class Member and be subject to the Settlements, but disagree with some aspect of the Settlements. An objection allows your views to be heard in Court.

In contrast, exclusion means that you are no longer a Class Member and ultimately do not want to be subject to the either Settlements' terms and conditions. Once excluded, you lose any right to object to the Settlements or to the attorneys' fees because the case no longer affects you.

THE LAWYERS REPRESENTING YOU

15. Do I have a lawyer representing my interests in these cases?

Yes. The Court has appointed the following law firms to represent you and other Class Members:

Hagens Berman Sobol Shapiro LLP

www.hagens-berman.com

1301 Fifth Avenue, Suite 2900

Seattle, WA 98101

and

One Main Street, 4th Floor

Cambridge, MA 02142

Spector Roseman & Kodroff, PC

www.srk-law.com

1818 Market Street, Suite 2500

Philadelphia, PA 19103

Wexler Toriseva Wallace LLP

www.wtwlaw.us

One North LaSalle St., Suite 20

Chicago, IL 60602

Edelson & Associates LLC

45 West Court Street

Doylestown, PA 1890

These lawyers are called Class Counsel. You won't be charged personally for these lawyers, but they will ask the Court to award them a fee. More information about Class Counsel and their experience is available at the Web sites listed above.

16. How will the lawyers be paid?

Class Counsel will request that the Court award attorneys' fees and expenses. The Court has appointed Class Counsel to represent everyone in the Classes. Subject to Court approval, FDB will pay Class Counsel fees not to exceed \$625,000, expenses of \$200,000, and \$125,000 for the maintenance of the Data Room for a period of 3 years. Class Counsel will receive \$100,000 in fees and expenses in connection with the settlement with Medi-Span. FDB will also pay the cost of notice to all Class Members.

You may hire your own attorney, if you wish. However, you will be responsible for that attorney's fees and expenses.

17. Should I get my own lawyer?

You don't need to hire your own lawyer, but if you want your own lawyer to speak for you or appear in Court, you must file a Notice of Appearance (*see* Question 20 to find out how to submit a Notice of Appearance). If you hire a lawyer to appear for you in the lawsuit, you will have to pay for that lawyer on your own.

THE COURT'S FINAL APPROVAL HEARINGS

18. When and where will the Court decide on whether to grant final approval of the Settlements?

The Court will hold Final Approval Hearings on _____ at _____ to consider whether the Settlements are fair, reasonable, and adequate. At the Hearings, the Court will decide whether to approve the Settlements and the motion for attorneys' fees and expenses. If comments or objections have been received, the Court will consider them at this time.

Note: The Hearings may be postponed to a different date without additional notice. Updated information will be posted on the FDB/Medi-Span AWP Litigation Web site at www.xxxxxxx.com.

19. Must I attend the Final Approval Hearings?

Attendance is not required, even if you properly mailed a written response. Class Counsel is prepared to answer the Court's questions on your behalf. If you or your personal attorney still want to attend the Hearings, you are more than welcome at your expense. As long as the objection was postmarked before the deadline, the Court will consider it.

20. May I speak at the Final Approval Hearings?

You may speak at the Final Approval Hearings or hire your own lawyer to speak on your behalf. If you want your own lawyer to speak for you instead of Class Counsel at the Final Approval Hearings, you must give the Court a paper that is called a "Notice of Appearance." The Notice of Appearance should include the name and number of the lawsuits, and state that you wish to enter an appearance at the Fairness Hearings. It also must include your name, address, telephone number, and signature as well as the name and address of your lawyer, if one is appearing for you. Your "Notice of Appearance" **must** be postmarked no later than **Month Day 2007**. You cannot speak at the Hearings if you asked to be excluded from the Settlement Classes.

The Notice of Appearance must be filed with the Court at the following address:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

The Notice of Appearance must be filed using the following Civil Action Number:

(For the FDB lawsuit) No. 1:05-CV-11148-PBS and/or
(For the Medi-Span lawsuit) No. 07-cv-10988-PBS

GETTING MORE INFORMATION

21. Where do I obtain more information?

More details are in the Settlement Agreements, Exhibits and the other legal documents that have been filed with the Court in this lawsuit. You can look at and copy these legal documents at any time during regular office hours at the Office of the Clerk of Court, John Joseph Moakley U.S. Courthouse, 1 Courthouse Way, Suite 2300, Boston, Massachusetts 02210. These documents will also be available on the FDB/Medi-Span AWP Litigation Web site at www.xxxxxxx.com.

In addition, if you have any questions about the lawsuit or this Notice, you may:

- Visit the FDB/Medi-Span AWP Litigation Web site www.xxxx.com
- Call toll free 1-xxx-xxx-xxxx (hearing impaired call 1-yyy-yyy-yyyy)
- Write to: FDB/Medi-Span AWP Litigation Administrator, PO Box xxxx, City, State Zip



KINSELLA / NOVAK
COMMUNICATIONS, LLC

FIRST DATABANK / MEDI-SPAN SETTLEMENT NOTICE PROGRAM

*NEW ENGLAND CARPENTERS HEALTH
BENEFITS FUND V. FIRST DATABANK, INC.*

CASE No. 1:05-CV-11148-PBS (D.MASS.)

*D.C. 37 HEALTH & SECURITY PLAN V. MEDI-
SPAN*

DOCKET No. 07-cv-10988-PBS (D. MASS)

2120 L STREET, NW | SUITE 205 | WASHINGTON, DC 20037

PHONE: 202.686.4111 | FAX: 202.293.6961 | EMAIL: INFO@KINSELLA-NOVAK.COM | [HTTP://WWW.KINSELLA-NOVAK.COM](http://WWW.KINSELLA-NOVAK.COM)

THE ART & SCIENCE OF LEGAL NOTIFICATION

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Exhibit 1 – Third-Party Payor Notice of Proposed Class Action Settlements

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Exhibit 10 – Consumer Groups

New England Carpenters Health Benefits Fund v. First DataBank, Inc.
D.C. 37 Health & Security Plan v. Medi-Span

FIRM OVERVIEW

Kinsella/Novak Communications (“KNC”) provides nationally recognized expertise in the design of media-based legal notification programs for class actions and bankruptcies.

The firm has designed, implemented or consulted on over 250 class actions and bankruptcies and specializes in the most complex and often precedent-setting notice efforts. National and statewide notification programs include asbestos, breast implants, consumer fraud, home siding products, infant formula, polybutylene plumbing, tobacco, antitrust securities and Holocaust claims. The firm has selected and placed over \$160 million in paid legal advertising.

KNC develops advertisements, press materials, Web sites, and other notice materials bridging the gap between litigation complexities and the need for a clear and simple explanation of legal rights. In addition to designing and producing notices in “plain language,” all KNC notice programs are fully compliant with Rule 23 of the Federal Rules of Civil Procedure and comparable state guidelines. The firm employs industry-recognized tools of media measurement to quantify the adequacy of the notice for the court.

New England Carpenters Health Benefits Fund v. First DataBank, Inc.
D.C. 37 Health & Security Plan v. Medi-Span

RELEVANT CASE EXPERIENCE

KNC has significant notification experience including consumer class actions involving pharmaceuticals.

PHARMACEUTICAL CASES

- *State of Connecticut v. Mylan Laboratories, Inc.*,
MDL 1290, Misc. No. 99-276 (TFH-JMF) (Lorazepam and Clorazepate)
- *In re Buspirone Antitrust Litigation*,
MDL-1413 (S.D.N.Y.) (BuSpar)
- *In re Cardizem CD Antitrust Litigation*,
99-MD-1278 (E.D. Mich.) (Cardizem)
- *State of Ohio v. Bristol-Myers Squibb, Co.*,
1:02-cv-01080 (D.D.C.) (Taxol)

OTHER SELECTED CASES

- *In re Nasdaq Market-Makers Antitrust Litigation*,
No. M21-68 (RWS), 94 Civ. 3996 (RWS), MDL No. 1203 (S.D.N.Y.)
(securities)
- *In re Compact Disc Minimum Advertised Price Antitrust Litigation*,
MDL No. 1361 (D. Me.) (prerecorded music products)
- *In re Toys "R" Us Antitrust Litigation*,
MDL No. 1211, Master File No. CV-97-5750 (E.D.N.Y.) (toys and other
products)
- *Cox v. Shell Oil Co.*,
No. 199,844 (Tenn. Ch. Ct., Obion County) (polybutylene pipe)
- *Naef v. Masonite*,
No. CV-94-4033 (Ala. Cir. Ct., Mobile County) (hardboard siding)
- *In re Holocaust Victims Assets Litigation*,
No. CV 96-4849 (Consolidated with CV-5161 and CV 97461) (E.D.N.Y.)
- *Ruff, et al. v. Parex, Inc.*,
No. 96-CVS-0059 (N.C. Super. Ct., New Hanover County) (EIFS stucco)
- *Fettke v. McDonald's Corporation*,
Case No. 044109 (Cal. Super. Ct., Marin County) (trans-fatty acids)

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TECHNICAL APPROACH

KNC's technical approach is based on its expertise as a leading provider of notice in class actions, knowledge of court-approved notice programs at the state and federal levels and years of experience in designing and implementing legal notification programs both nationally and internationally.

KNC begins by conducting detailed research on the claim that is the subject of the class action and how it is related to a population, its location and temporal characteristics. This information identifies the demographic characteristics of class members – such as age, gender, income, and education level – and the geographic distribution of potential class members. This research provides the parameters for identifying and locating class members and shapes the scope of the notice program.

Specifically, KNC:

- Reviews demographic and product information provided by the client or independently researched and establishes a demographic profile of the target audience. All media selections are based on this profile in order to ensure the highest reach of potential class members and frequency of message exposure.
- Evaluates the effectiveness of media vehicles -- consumer magazines, newspapers, specialty publications, broadcast television, radio and the Internet -- in reaching the target audience.
- Analyzes publications using syndicated data sources and tools, such as the Audit Bureau of Circulation (ABC) statements, which certify how many readers buy or obtain copies of publications, and MediaMark Research ("MRI") which measures how many people open or read publications.
- Estimates Internet reach with comScore, a leading Internet information provider.
- Examines the geographic distribution of potential class members at the level of detail necessary to determine effective geographic coverage.
- Selects media available during the established notice period ensuring timely notice to class members.
- Creates and implements all notice communications, including: published notice, print, audio and video news releases, television and radio spots, Internet advertising and Web sites.
- Ensures that published notices and long form notices are written in "plain language."

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- Uses established advertising relationships to negotiate the deepest available discounts on national advertising and secure optimum placement with respect to the media habits of the target audience.
- Designs and implements an “earned media” program to further supplement the published notice through print, audio and video news releases and non-paid media outreach. Tracks and verifies all media placements and press stories developed through “earned media.”
- Designs and maintains a Web site to enable class members to access all relevant information including long form notices, claim forms and court documents. Provides registration and email capabilities on the site.
- Integrates all aspects of the notification program with selected claims administrators.
- Provides advice, affidavits, depositions and court testimony with respect to the design and implementation of the notification program.

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SITUATION ANALYSIS

First DataBank (“FDB”) and Medi-Span (a division of Wolters Kluwer Health, Inc.) are Defendant publishers. FDB reports certain pharmaceutical drug prices in printed and electronic databases including the Blue Book Average Wholesale Price (“BBAWP”) of each pharmaceutical. Pharmaceutical manufacturers often report the Wholesale Acquisition Cost (“WAC”) to FDB and Medi-Span. In some cases, FDB and Medi-Span then apply a mark up factor to the WAC to derive the AWP reported in their publications and electronic databases. From December 2001 through April 2004, Medi-Span then published the information provided by FDB in its databases. FDB and Medi-Span are not, nor have they ever been a manufacturer, supplier, wholesaler, distributor or seller of prescription drugs.

The published AWP of a drug is often used as a benchmark by pharmacies, insurance companies and other Third-Party Payors (“TPPs”) to set the price of drugs for consumers who pay the full price of drugs at pharmacies and to determine what insurance companies and TPPs will reimburse for these drugs. Also, the co-payments made by certain consumers, those who pay a percentage of the cost of their prescription drugs rather than a flat co-payment, may also be determined based on the same AWP data.

FDB purports to have relied upon pharmaceutical manufacturers and wholesalers to provide information relating to their drug prices for purposes of publishing the BBAWP data field. Pharmaceutical manufacturers often reported what is known as the Wholesale Acquisition Cost (“WAC”), Direct Price (“DP”) and Suggested Wholesale Price (“SWP”) to FDB. FDB purports to have surveyed pharmaceutical wholesalers to determine the average mark-up applied to a drug, with the average mark up of the responding wholesalers applied against the WAC, DP or SWP with the resulting value determining the BBAWP data field.

Plaintiffs claim that in 2001 FDB and a large pharmaceutical wholesaler, McKesson, wrongfully inflated the markup factor used to determine the BBAWP that applies to numerous prescription pharmaceuticals. Plaintiffs further claim that Medi-Span negligently published the data provided by FDB in its databases as well, subsequent to April 2004. This allegedly caused members of the Class (TPPs and some consumers), whose payments for pharmaceuticals are tied to the published AWP, to make substantial excess payments for those pharmaceuticals. Plaintiffs also claim that despite representations that it conducted surveys of wholesalers of pharmaceuticals to determine their average wholesale price, FDB either failed to conduct such surveys or failed to conduct adequate surveys.

FDB and Medi-Span deny any wrongdoing. The Proposed Settlement is not an admission of wrongdoing or an indication that any law was violated. FDB and Medi-Span have entered into the Proposed Settlement solely to avoid further expense, inconvenience,

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CLASS DEFINITION

The Proposed Class Action Settlement Class, referred to as the "Private Payor Class" is defined as:

- All individual persons or entities who, during the Class Period, made purchases and/or paid, whether directly, indirectly, or by reimbursement, for all or part of the purchase price of prescription pharmaceuticals, including, but not limited to, those pharmaceuticals listed on the attached Exhibit A, where any or all of the purchase price, reimbursement or payment amount was based in any part on the Average Wholesale Price, Blue Book Average Wholesale Price, or similar data published or disseminated by First DataBank, Inc. or Medi-Span, electronically or otherwise, and which such Average Wholesale Price, Blue Book Average Wholesale Price, or similar data published or disseminated by First DataBank, Inc. or Medi-Span, electronically or otherwise, in whole or part, was based on a FDB wholesale survey. Excluded from the class are Defendants, their respective present and former, direct and indirect, parents, subsidiaries, divisions, partners and affiliates; the United States government, its officers, agents, agencies and departments; the States of the United States and their respective officers, agents, agencies and departments; and all other local governments and their officers, agents, agencies and departments.
- This is to clarify further that those entities that own or operate businesses referred to commonly as pharmacy benefit managers ("PBMs") and who as part of their business operation contract with ultimate Third Party Payors of a prescription pharmaceutical benefit to perform certain services in the administration and management of that prescription pharmaceutical benefit for those ultimate Third-Party Payors are not class members under the Private Payor Class definition of this settlement. The class includes the ultimate Third Party Payors providing the prescription pharmaceutical benefit and not the PBMs with which those Third Party Payors contract with to administer or manage that prescription benefit on behalf of the class members, unless such PBMs are the fiduciary of the Third Party Payors or by contract assumed, in whole or in part, the insurance risk of that prescription pharmaceutical benefit during the Class Period.

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NOTICE PLAN OVERVIEW

This plan is submitted by KNC in connection with *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, CA: 01-CV-11148-PBS and *D.C. 37 Health & Security Plan v. Medi-Span*, CA: 07-cv-10988-PBS in the District Court of Massachusetts. The plan outlines procedures to provide notice of the First DataBank and Medi-Span Proposed Class Action Settlements consistent with the requirements set forth in Rule 23 of the Federal Rules of Civil Procedure. The Notice Program is directed to all members of the Private Payor Classes.

Based upon information provided by Counsel, the results of research on Class Members and their response to media and the media habits of the target audiences, the following five-part notice program is recommended:

- Direct notice by first-class mail to:
 - All Third-Party Payors whose names and addresses are readily identifiable.
 - All callers to the toll-free information line who request a *Notice of Proposed Class Action Settlement* as a result of seeing the Publication Notice.
- Broad published notice through the use of paid media, including newspaper supplements, consumer magazines and national newspapers. Internet banner advertising will also be used to provide additional notice opportunities to Class Members. Trade publications will be used to supplement the direct notice to TPPs.
- Third-party notice by first-class mail to consumer associations and organizations.
- Earned media notice through a press release sent to major national print and electronic outlets and third-party organizations.
- Electronic notice through a dedicated Web site and optimization of keyword/phrase Internet searches.

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DIRECT NOTICE

THIRD-PARTY PAYORS

Direct mail notice to TPPs will consist of mailing the *TPP Notice of Proposed Class Action Settlements* (Exhibit 1) to appropriate identifiable TPP Class Members informing them of their legal rights and how they may participate in or opt-out of the class action. The *TPP Notice of Proposed Class Action Settlements* will be sent to:

- Appropriate entities likely to be Class Members, in the proprietary TPP Database compiled by Complete Claim Solutions (“CCS”), the class administrator. The Database includes insurance companies, healthcare and welfare funds, employee benefit funds, third-party administrators, pharmacy benefit managers and other record keepers for noticing purposes in TPP class actions. The Database was compiled from contacting, researching and accessing the records of various databases and listings of affiliations, group insurance plans, self-insureds, ERISA funds, pharmacy benefit manager listings, etc. as follows:

- Pharmacy Benefit Management Institute;
- Benefits SourceBook;
- Managed Care Information Centers;
- Judy Diamond Associates;
- AM Best Company;
- Association of Managed Care Providers;
- Society of Professional Benefit Administrators;
- American’s Health Insurance Plans;
- Self-Insurance Institute of America; and
- National Association of Insurance Commissioners.

Included in the Database are:

- Approximately 29,000 companies with 100 or more employees that have self-funded (fully or partially) plans, derived from Form 5500 filings;
- 1,356 Third-Party Claim Administrators; and
- 1,300 member companies of American Health Insurance Plans that provide or administer health insurance benefits to over 200 million Americans which represent 90 percent of the managed care market (HMOs, PPOs and POSs, etc.).

The Database is regularly updated with new entries from the above sources as well as TPPs identified through other class action litigations.

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CALLERS TO THE TOLL-FREE NUMBER

All callers to a toll-free information line who request either the *Consumer Notice of Class Action Settlements* (See Exhibit 2) or the *TPP Notice of Proposed Class Action Settlements* will be mailed the requested Notice. A toll-free number for this information line will prominently appear in the Publication Notice. Class Members may also download the Long Form Notices, in PDF format, from the Notice Web site.

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PAID MEDIA METHODOLOGY

KNC notice plans directed to unidentified class members (1) identify the demographics of class members and establish a target audience; (2) outline the methodology for selecting the media and other plan elements and how they relate to product usage or exposure; and (3) provide results that quantify for the court the adequacy of the notice based upon recognized tools of media measurement.

In the wake of the Supreme Court's decisions in *Daubert v. Merrell Dow Pharmaceuticals*, 509 U.S. 579 (1993), and *Kumho Tire Company v. Carmichael*, 526 U.S. 137 (1999), the reliability of a notice expert's testimony should be tested against the standards developed within the media industry for determining whether, to what degree and at what frequency a target audience has been reached. In assessing the expert's reliability, the court must determine whether the testifying expert "employs in the courtroom the same level of intellectual rigor that characterizes the practice of an expert in the relevant field," (526 U.S. at 152). That showing would likely require evidence that the expert's data and methodology are similar to that used by professionals in the relevant field.

In keeping with the *Daubert* and *Kumho* rulings, KNC employs the methodology and measurement tools used in the media planning and advertising industry for designing and measuring the adequacy of a paid media program to reach a particular audience.

Choosing a target audience encompassing the characteristics of Class Members is the first step in designing the paid media program. Media vehicles are chosen based on their ability to provide effective and cost efficient reach among the target audience. The selected media vehicles are then measured against the target audience to establish the *reach* of the media program and the *frequency* of exposure to the media vehicles. *Reach* and *frequency* estimates are two of the primary measurements used to quantify the media penetration of a target audience.

- *Reach* is the estimated percentage of a target audience reached one or more times through a specific media vehicle or combination of media vehicles within a given period.
- *Frequency* is the estimated average number of times an audience is exposed to an advertising vehicle carrying the message within a given period of time.

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TARGET AUDIENCES

To develop a profile of the demographics and media habits of Class Members that used prescription drugs reported by FDB and Medi-Span, KNC analyzed syndicated data available from the 2006 Doublebase Survey¹ from MRI.

MRI is the leading U.S. supplier of multimedia audience research. As a nationally accredited research firm, it provides information to magazines, television, radio, Internet and other media, leading national advertisers and over 450 advertising agencies -- including 90 of the top 100 in the United States. MRI's nationally syndicated data are widely used by these companies as the basis for the majority of the media and marketing plans written for advertised brands in the United States.

Specifically, MRI provides data on audience size, composition and other relevant factors pertaining to major media vehicles. MRI presents a single-source measurement of major media, products, services and in-depth consumer demographic and lifestyle characteristics.

MRI provides data on both branded and generic prescription drug users. An examination of this data indicates that Adults 35 years of age and older represent 75% of prescription drug users and is the largest consumer segment of the Private Payor Class. Using MRI, KNC determined that the following two demographics are the best demographic targets against which to effectively select and measure media to reach the Private Payor Class:

- Adults 35 years of age and older who used branded or generic prescription drugs during the past twelve months ("Drug Consumers Adults 35+").
- Adults 18 years of age and older who used branded or generic prescription drugs during the past twelve months ("All Drug Consumers").
- Adults 18 years of age and older.

¹ The study, conducted since 1979, surveys persons 18 years of age and older in the contiguous 48 states. MRI conducts more than 26,000 personal interviews with consumers in two waves annually each lasting six months and consisting of 13,000 interviews. Produced annually by MRI, the Doublebase study consists of two full years of data drawn from over 50,000 respondents. Consumer information is recorded on 500 product/service categories, 6,000 brands and various lifestyle activities. Respondents are selected based on the ability to project their responses nationally.

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DEMOGRAPHICS

The chart below outlines the overall demographics of the three target audiences:

DEMOGRAPHICS	ADULTS 18+	ALL DRUG CONSUMERS	DRUG CONSUMERS ADULTS 35+
Male	48.1%	40.9%	41.5%
Female	51.9%	59.1%	58.5%
Age			
18 - 24	12.9%	9.6%	N/A
25 - 34	18.3%	14.5%	N/A
35 - 44	20.3%	18.8%	24.7%
45 - 54	19.1%	20.6%	27.1%
55 - 64	13.2%	16.4%	21.6%
65+	16.2%	20.2%	26.6%
Education			
Graduated/Attended College	52.3%	54.6%	53.0%
Graduated High School	31.8%	31.9%	33.1%
Household Income			
Under \$10,000	6.1%	5.6%	5.1%
\$10,000 - \$29,999	21.4%	20.4%	21.4%
\$30,000 - \$49,999	20.4%	20.1%	19.2%
\$50,000 - \$74,999	20.0%	19.9%	19.3%
\$75,000 +	32.1%	33.9%	35.0%
Ethnicity			
Caucasian	77.7%	82.3%	84.5%
African-American	11.5%	9.9%	9.4%
Hispanic	12.5%	8.9%	6.9%
Asian	2.9%	2.0%	1.7%
Location²			
A & B Counties	71.2%	69.9%	69.4%
C & D Counties	28.8%	30.1%	30.6%

² A Counties, as defined by A.C. Nielsen Company, are all counties belonging to the 25 largest metropolitan areas. These metro areas correspond to the MSA (Metropolitan Statistical Area) and include the largest cities and consolidated areas in the United States. B Counties, as defined by A.C. Nielsen Company, are all counties not included under A that are either over 150,000 population or in a metro area over 150,000 population according to the latest census. C Counties, as defined by A.C. Nielsen Company, are all counties not included under A or B that either have over 40,000 population or are in a metropolitan area of over 40,000 population according to the late census. D Counties are, essentially, rural counties in the Nielsen classification system of A, B, C, D counties.

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PAID MEDIA PROGRAM

As indicated, direct notice will be provided to the identifiable TPPs who are members of Private Payor Class. To supplement the TPP direct notice, ad placements in trade publications directed to TPPs will be used.

To reach unidentifiable Class Members, KNC recommends the use of measurable paid media. Paid media advertising is guaranteed to appear, allowing for control of the content, timing and positioning of the message, making it an invaluable part of any notice campaign. Newspapers, consumer magazines, television, radio and the Internet, among other sources, offer paid media opportunities.

In considering which media to use for this case, KNC evaluated the cost-effectiveness, exposure opportunities and reach potential of each media type. Television was not selected due to its high cost. Radio is a frequency medium best used locally. Print media was selected because of its widespread use, and its value as a credible and tangible information source that allows for extended body copy. As Internet usage increases, banner advertising on appropriate sites can provide cost-effective additional Notice exposures to supplement other types of media.

In choosing which placements would be best for this case, KNC reviewed all available consumer publications for penetration of the target audience. Consumer magazines and newspaper supplements offer efficient and cost-effective vehicles for reaching all demographic segments of the population.

Given the broad scope of the Class in this notice program and the demographics and media habits of the target audiences, newspaper supplements, consumer magazines, national newspapers and the Internet are therefore recommended.

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NEWSPAPER SUPPLEMENTS

Parade and *USA Weekend*, inserts known as newspaper supplements, are carried in weekend or weekly editions of 985 newspapers reaching every media major market in the country (eight newspapers carry more than one supplement). These magazines, published on newsprint, contain articles written for broad, general appeal and they encourage readership through brevity. Issues are typically less than 30 pages. For this Notice Program, newspaper supplements are recommended because of their broad geographic and demographic reach capability. They provide coverage in all 50 states and the District of Columbia. (See Exhibit 3.)

KNC recommends the following activity:

PARADE

- A two-fifth-page black-and-white ad (5-5/8" x 7-1/4") will be placed once in *Parade*, with an estimated circulation of 32,400,000.
 - *Parade* is carried in the Sunday edition of 382 daily newspapers and is the highest circulating magazine in the world. Carrier newspapers serve major urban and suburban markets in the U.S.
 - The average issue of *Parade* is read by 41.4% of Drug Consumers Adult 35+ and 38.4% of All Drug Consumers.
-



- A "spot color" digest-page ad (5-5/8" x 7-3/8") will be placed once in *USA Weekend*, with an estimated circulation of 23,400,000.
 - *USA Weekend* is inserted in the weekend edition of 611 daily newspapers in major markets complementing the U.S. markets served by *Parade*.
 - The average issue of *USA Weekend* is read by 27.4% of Drug Consumers Adults 35+ and 25.6% of All Drug Consumers.
-

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- A “spot color” full-page ad (8-3/4” X 10-1/2”) will be placed once in *Vista*, with an estimated circulation of 1,000,000.
- *Vista* is a bi-lingual monthly magazine for Hispanics inserted in the weekday edition of 34 daily newspapers in major Hispanic markets.

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CONSUMER MAGAZINES

Thousands of consumer magazines offer national advertising opportunities. Most adults read one or more magazines during an average month and nearly three out of five adults read or look into a magazine daily. Additionally, magazines published weekly quickly accumulate readership and provide timely and efficient notice to readers. The specific consumer magazines listed below were chosen because collectively they provide excellent reach of consumers.

KNC recommends the following activity:



- A "spot color" two-thirds-page ad (4-1/2" x 10") will be placed once in *Better Homes and Gardens*, with a circulation of 7,600,000.
- *Better Homes and Gardens* is published monthly and is the largest-circulation home service magazine, featuring a wide-range of home and family subjects such as food and decorating.
- The average issue of *Better Homes and Gardens* is read by 24.3% of Drug Consumers Adults 35+ and 22.2% of All Drug Consumers.



- A "spot color" two-thirds-page ad (4-5/8" x 9-5/8") will be placed once in *Ebony* with a circulation of 1,450,000.
- *Ebony* is published monthly and is a African American-oriented, general interest magazine. Editorial content features education, history, politics, culture and business topics among others.
- Adult 35+ Drug Consumers make up 27.1% of all *Ebony* readers and 38.5% of *Ebony* readers are Drug Consumers 18+.

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Newsweek

- A two-thirds-page black-and-white ad (4-5/8" x 10") will be placed three times in *Newsweek*, with a circulation of 3,100,000.
- *Newsweek* is published weekly and edited to report on national and worldwide developments with news, commentary and analysis.
- Of *Newsweek's* total circulation, Adults 35+ Prescription Drug Users make up 35.7% while all adult Prescription Drug Users make up 44.7%.

Parents

- A two-thirds-page black-and-white ad (4-3/4" x 10") will be placed once in *Parents Magazine* with a circulation of 2,200,000.
- *Parents Magazine* is published monthly and has an editorial content providing guidance and information to mothers of young children.
- Of *Parents'* total circulation, Adults 35+ Prescription Drug Users make up 20.1% while all adult Prescription Drug Users make up 41.9%.

People

MAGAZINE

- A full-page black-and-white ad (7" x 10") will be placed three times in *People*, with an estimated circulation of 3,450,000.
- *People* covers contemporary personalities in entertainment, politics, business and other current events.
- Approximately 71% of *People* readers are female and approximately 71% are age 18-49.
- The average issue of *People* is passed-along to 10.9 or more different people.

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- A “spot color” two-thirds-page ad (4-5/8” x 10”) will be placed two times in *US News & World Report*, with an estimated circulation of 2,000,000.
- *US News & World Report* is a weekly news magazine covering national and international people, places, and events.
- Of *U.S. World & News Report*’s total circulation, Adults 35+ Prescription Drug Users make up 35% while all adult Prescription Drug Users make up 42.7%.

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NATIONAL NEWSPAPERS

National newspapers serve as a timely source of news & information for readers throughout the country. *The Wall Street Journal* and *The New York Times* were selected to provide additional national reach.

KNC recommends the following activity:

THE WALL STREET JOURNAL.

- A one-half-page black-and-white ad (5.35" x 21") will be placed once in *The Wall Street Journal*, with an estimated circulation of 1,713,413.
- An estimated 1,370,000 of All Drug Consumers and 1,145,000 of Drug Consumers Adults 35 + read *The Wall Street Journal*.

The New York Times

- A one-half-page black-and-white ad (6-7/16" x 21") will be placed once in *The New York Times*, with an estimated circulation of 1,087,000.
 - An estimated 1,880,000 of All Drug Consumers and 1,436,000 of Drug Consumers Adults 35 + read *The New York Times*.
-

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INTERNET ADVERTISING

According to MRI, over 80% of Adults 18+ have access to the Internet whether at home, work, a library, school or other location. 65.3% of Adults 18+ Rx users accessed the Internet in the past 30 days and 55.4% access the Internet one or more times per day. Internet advertising delivers an immediate message and allows the viewer of an advertisement to instantly link to a Web site for further information.

Therefore, KNC recommends using Internet advertising to provide additional notice opportunities beyond the broad-reaching print program to Class Members. See Exhibit 4 for sample banner advertisements.

The MRI studies indicate that email and news and information sties will have the best coverage of Rx Users through the Internet. In addition, Rx Users have a high propensity for visiting sites related to health and fitness. Therefore, Internet impressions will be directed to them through channels featuring those topics as well as across a wide range of Web sites enabling maximum exposure opportunities to reach the broad audience of Adults 18+. Delivery of Internet impressions to specific sites and categories within sites are subject to availability at time of buy.

KNC will manage impression delivery to maximize both reach and frequency within throughout the campaign.

KNC recommends the following Web properties:



- 24/7 Real Media is a network that represents over 900 Web sites including sites related to health, fitness and news and information, some of which are proprietary and confidential. A partial list of Web sites in the 24/7 Real Media Network is attached as Exhibit 5.
- Banner advertisements measuring 728 x 90 pixels and 350 x 350 pixels will appear, on a rotating basis, on Web sites that are part of the 24/7 Real Media Network delivering an estimated 76,000,000 gross impressions.⁶
- The banner advertisements will appear for a 30 day period, or until the gross impressions are delivered.

⁶ Gross Impressions are the total number of times a media vehicle containing the notice is seen. This is a duplicated figure, as some viewers will see several media vehicles that contain the notice.

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- AOL (America Online) Media Networks are a leading portfolio of Web sites attracting large and engaged audiences on the Web.
 - Banner advertisements measuring 728 x 90 pixels and 350 x 350 pixels will appear, on a rotating basis, on Web sites that are part of the AOL health, fitness, personal finance and email network for a total estimated 103,500,000 gross impressions.⁶
 - The banner advertisements will appear for a 3-week timeframe or until all gross impressions are delivered.
-



- Yahoo! is a leading Internet brand and a global online network of integrated services providing users with entertainment and other quality content. Advertising will target Adults 18+
 - Banner advertisements measuring 728 x 90 pixels and 350 x 350 pixels will appear, on a rotating basis, on various Yahoo! Email pages, for a total estimated 20,000,000 gross impressions.⁶
 - The banner advertisements will appear for a 3-week period or until all gross impressions are delivered.
-

⁶ Gross Impressions are the total number of times a media vehicle containing the notice is seen. This is a duplicated figure, as some viewers will see several media vehicles that contain the notice.

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TRADE PUBLICATIONS

Selected trade publications will be used to supplement the direct mail notice to TPPs as follows:



- A full-page black-and-white ad (7" x 10") placed once in *National Underwriter Life & Health*, with an estimated circulation of 50,195.
- With a pass-along rate of 1.7 readers per copy, approximately 85,333 agents and brokers read the publication weekly. This includes 20,700 insurance company executives.
- *National Underwriter Life & Health* is the only weekly magazine serving the life, health and financial services market. It contains news and feature articles to help agents better understand products and markets, and insurance company executives identify new business opportunities. Topics covered include agency management, taxes, legislation, executive benefits, retirement planning and profitable sales ideas.



- A full-page black-and-white ad (8" x 10-7/8") placed once in *HR Magazine*, with an estimated circulation of 213,140, and a readership of 547,478.
- *HR Magazine* is the official publication of the Society for Human Resource Management. It is written for human resources professionals and executives and to further the professional aims of both the Society and the human resource management profession. The publication features new approaches and innovative best practices in all areas of HR management and informs on new models of ways of thinking. It is designed as a forum for trends and legal issues as well as new concepts used by human resources management professionals. It has the highest readership of any human resources publication.

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PRINT READERSHIP

Readership includes both primary readers and pass-along readers. Primary readers purchased a publication or are members of a household where the publication was purchased. Pass-along readers are those who read the publication outside the home, in places such as a doctor's or a dentist's office. The table below indicates the number of readers in each of the target audiences of an average issue of the magazine:

PUBLICATION	INSERTIONS	ADULTS 18+	DRUG CONSUMERS ADULTS 35+	ALL DRUG CONSUMERS
<i>Better Homes and</i>	1	39,137,000	16,539,000	19,964,000
<i>Ebony</i>	1	10,876,000	2,946,000	4,189,000
<i>Newsweek</i>	3	19,624,000	7,012,000	8,764,000
<i>New York Times</i>	1	4,620,000	1,436,000	1,880,000
<i>Parade Carrier</i>	1	76,662,000	28,247,000	34,511,000
<i>Parents</i>	1	15,395,000	3,089,000	6,456,000
<i>People</i>	3	40,217,000	12,664,000	17,993,000
<i>US News & World Report</i>	2	11,130,000	3,890,000	4,749,000
<i>USA Weekend Carrier</i>	1	50,756,000	18,666,000	22,951,000
<i>Vista*</i>	1	n/a	n/a	n/a
<i>Wall Street Journal</i>	1	3,260,000	1,145,000	1,370,000

**Vista* is not measured by MRI. Therefore, its contribution to the overall reach of the media is not calculated.

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NATIONAL MEDIA DELIVERY

Print media can be measured for its reach of specific target audiences. In this case, the primary targets are Adults 35+ and Adults 18+ who have used any branded or generic prescription drugs in the past 12 months (“A35+ Rx Users”; “Adults 18+ RX Users”) as well as all Adults (“Adults 18+”). The Internet can only be measured against Adults 18+ and cannot be measured against the primary targets. Therefore, KNC examined the reach of the print media against all three targets and the reach of the print media in combination with the Internet against Adults 18+ only.

The reaches of the print media alone are as follows:

- 80% of Adult 35+ Rx Users will be reached with an average frequency of exposure of 2.5 times.
- 78.7% of Adults 18+ Rx Users will be reached with an average frequency of exposure of 2.6 times.
- 74.8% Adults 18+ will be reached with an average frequency of exposure of 2.5 times.

The reach of the Internet and print media against the only target that is measurable indicates that:

- 84.8% of Adults 18+ will be reached with an average frequency of exposure of 2.7 times.

Although the combined Internet and print reach of the primary targets is not specifically measured, it can be postulated with certainty that if the combined Internet and print reach of Adults 18+ increases, the reach of Adults 35+ Rx Users and Adults 18+Rx Users will also increase. This is because the primary targets are similar to Adults 18+ in their use of the Internet. Therefore, although not calculable, it is certain that the Internet and print media are delivering higher reaches against the primary targets than the reach against Adults 18+ only.

(The reach of Vista is not included in these estimates because it is not measured by MRI.)

The proposed Notice Program Schedule is attached as Exhibit 6.

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NOTICE DESIGN

PRINT DESIGN

The plain language Publication Notices, specifically tailored to either the TPPs or consumer Class Members, have been designed to alert Class Members to the Proposed Class Action Settlement through the use of a bold headline. This headline will enable Class Members to quickly determine if they are potentially affected by the Proposed Class Action Settlements. Plain language text provides important information regarding the subject of the Proposed Class Action Settlement, the Class definitions and the legal rights available to Class Members.

Each advertisement will prominently feature a toll-free number, Web site and mailing addresses for Class Members to obtain the Long Form Notice and other information. The design of the Publication Notice takes into account empirical research developed over the past 30 years about how people read and assimilate information.

Recent revisions to Rule 23(c)(2) of the Federal Rules of Civil Procedure require class action notices to be written in “plain, easily understood language.” KNC drafts and places plain language ads fully compliant with this revision. The firm maintains a strong commitment to adhering to the plain language requirement while drawing on its experience and expertise to draft notices that effectively communicate with class members.

Full-page or two-thirds-page ads will run in the consumer magazines. Two-fifths-page ads will be used in the newspaper supplements, half-page-ads will run in the newspapers and full-page ads will be used in the trade publications.

Additionally, “spot color” ads will be used in *Better Homes and Gardens*, *Ebony*, *US News & World Report* and *USA Weekend* to draw more attention to the Publication Notice.

The Publication Notices are attached as follows:

- Exhibit 7 – Consumer Publication Notice
- Exhibit 8 – National Newspaper Publication Notice
- Exhibit 9 – Third-Party Payor Publication Notice

Furthermore, the Long Form Notice was revised to create both a TPP Long Form and a Consumer Long Form. The TPP Long Form has been slightly modified for readability. The Consumer Long Form was completely revised to ensure that each section is simplified to allow the average consumer to understand all aspects of the Settlements. (See Exhibits 1 and 2.)

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THIRD-PARTY NOTICE

To reach FDB and Medi-Span Class Members, KNC will distribute notice materials to third-party consumer advocacy organizations.

CONSUMER ADVOCACY ORGANIZATIONS

Notice will be sent to national and state consumer organizations that advocate on behalf of consumers and issues that affect them. Notice will consist of a cover letter introducing the Settlements and a copy of the Consumer Long Form Notice. As of this date, 41 organizations have been identified. Additional research will be undertaken to expand this list, if possible (See Exhibit 10).

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EARNED MEDIA

The thrust of the earned media program is to amplify the notice to Class Members through the use of free media. The earned media portion of this notice program will augment the paid media plan developed to reach the Class. The third-party endorsement from reliable sources such as the news media can add immeasurable value to outreach efforts.

Outreach to print and electronic media will focus primarily on key daily newspapers, wire services, newspaper bureaus nationally and major television and radio outlets. The earned media program will be:

- A press release will be distributed on US Newswire's Full National Circuit reaching over 2,000 media outlets. The press release will highlight the toll-free telephone number and Web site address that Class Members can call or visit for complete information.

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INTERNET NOTICE

The Internet will be used to notify Class Members of the Settlements in multiple ways. Internet notice serves to enhance the overall Notice Plan as it provides easy access by a large audience to the information about the Settlements.

INFORMATIONAL WEBSITE

An informational interactive Web site is a critical component of the Notice campaign. The URL is a constant information source instantly accessible to millions. The informational Web site utilizes the Internet's ability to serve as a key distribution channel and customer service bureau. Combining clean site design, consistent site navigation clues and built-in flexibility, the Web site provides Class Members with easy access to the details of the Proposed Class Action Settlement.

CLEAN DESIGN

The site is designed for ease of use and comprehension. Web pages on the site are simple, containing words, icons, documents and images.

A directory located in a column on the left-hand side of the page provides links to the information available on the Web site. These can include "Court Documents," "Long Form Notice," and "Questions/Links." The Web site can also feature a "Frequently Asked Questions" section answering commonly asked questions. If necessary, it will also provide a toll-free number for individuals seeking additional information and the address or email of Class Counsel.

CONSISTENT NAVIGATION CUES

Wherever the user goes from the homepage to another part of the site, links to the homepage and subsections remain on the left side of all pages, while the case title and cite remains fixed on top.

BUILT-IN FLEXIBILITY

Though simply designed, the Web site is not restrictive. The site's basic architecture enables updates and new features to be added quickly.

SEARCH ENGINE OPTIMIZATION

Tools are available on the Internet to increase the ability of Web users to find Web sites by name and content. KNC will use "INeedHits.com" Search Engine Optimization ("SEO") services to promote the FDB/Medi-Span Settlements' informational Web site. INeedHits.com has been a leader in the SEO industry for 10 years. Their services will ensure that the FDB/Medi-Span Web address and content will be included in leading Web search engines and directories and indexed for maximum effectiveness when users search for information about the Settlements.

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The optimization plan includes:

- *Keyword analysis*
Analyzes the Web site for appropriate and effective keywords to enable Web users to easily find the Settlement URL. INeedHits.com analyzes the Web page content and picks out the best key words to direct users to the URL.
- *Code Optimization*
Provides optimized code for insertion into each Web page's unseen HTML headers for search engines to read and index. It allows the search engine to index the page more directly providing more accurate search results.
- *Premium Submit*
The URL is manually submitted to the top search engines and automatically submitted to 300 other search engines and directories. This ensures that the Web site address is listed as quickly as possible in the search index.
- *Submit Ongoing*
The URL is periodically resubmitted to search engines for maximum ongoing exposure.
- *Paid Inclusion*
Currently, Yahoo! is the only engine that offers paid and guaranteed URL inclusion in their search index, usually within 4 days of submission by INeedHits.com. This paid inclusion guarantees that the URL will be added to Yahoo's index as quickly as possible. Yahoo's directory network includes AltaVista, Excite, alltheweb, and others.

New England Carpenters Health Benefits Fund v. First DataBank, Inc.
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TOLL-FREE TELEPHONE SUPPORT

A toll-free interactive voice response system (IVR) will be established to service Class Members calling as a result of seeing the published notice. Callers requesting the *Notice of Proposed Class Action Settlement* will be prompted to input the telephone number of the residence where they would like to receive the Notice.

The system uses an address look-up database to locate the corresponding address of the resident. A portion of the address will be read back to the caller for address verification. For successful look-ups, the caller will be asked to speak the Class Member's full name and to spell the last name. If the look-up fails, is incorrect, or the call is placed from a rotary dial telephone, the caller will be prompted to speak the potential Class Member's name, address and telephone number.

The IVR system will provide an option for callers to speak to a live operator.

EXHIBIT 1

UNITED STATES DISTRICT COURT – DISTRICT OF MASSACHUSETTS

**If You Are a Third-Party Payor that Made
Reimbursements for the Cost of Prescription Drugs Based
in any Part on Price Information Reported by
First DataBank or Medi-Span,
Proposed Class Action Settlements May Affect Your Rights**

The District Court has authorized this Notice

- There are proposed Settlements in two class action lawsuits. The names of the lawsuits are *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, No. 1:05-CV-11148-PBS, and *D.C. 37 Health & Security Plan v. Medi-Span*, No. 07-cv-10988-PBS. These cases are pending in the U.S. District Court for the District of Massachusetts.
- First DataBank, Inc. (“FDB”) publishes data related to the price of prescription drugs. One of the data fields FDB publishes is called the Blue Book Average Wholesale Price (“BBAWP”). The published BBAWP of a drug is often used to determine: a.) what insurance companies and Third-Party Payors (“TPPs”) will reimburse for these drugs, b.) the amount of co-payments for consumers who pay a percentage co-pay, and c.) the price paid by consumers who pay the full price of drugs at pharmacies. FDB is not, nor has it ever been, a manufacturer, supplier, wholesaler, distributor, or seller of prescription drugs.
- The FDB lawsuit claims that in or about 2001 FDB and a large prescription drug wholesaler, McKesson, wrongfully inflated the mark-up factor used to determine the BBAWP that applies to numerous prescription drugs. Plaintiffs allege that as a result, Third-Party Payors (“TPP”s) and some consumers paid more for these prescription drugs than they otherwise would have from 2001 forward.
- The Medi-Span lawsuit claims that Medi-Span negligently published the Average Wholesale (“AWP”) price of prescription drugs based on information received from FDB.
- There is no money for TPPs or consumers now. The Settlements provide “injunctive relief.” This means that instead of paying money damages, the companies agree to change what they are doing to benefit the Settlement Classes. Substantial benefits will be provided to consumers because FDB and Medi-Span will, among other things, reduce the mark-up factor for thousands of prescription drugs, and stop publishing the AWP within 2-3 years. Class Counsel estimate that this reduction may save well over a

billion dollars in future prescription drug costs for consumers, insurers and TPPs in a single 12-month period.

- McKesson has not settled these claims and remains a Defendant in the FDB litigation.

A Summary of Your Rights and Choices:

*Your Legal Rights Are Affected Even If You Do Not Act.
Read This Notice Carefully.*

You May:		Due Date:
<i>Remain in the Classes</i>	<i>Stay in the lawsuits</i> If you wish to stay in the Classes you do not need to do anything. You will not be able to sue FDB or Medi-Span for the claims in these lawsuits and you will also be bound by the Court's decisions concerning the Settlements. See Question 8.	<u><i>N/A</i></u>
<i>Exclude Yourself</i>	<i>Get out of the Classes</i> You can write and ask to get out of the Classes and keep your right to sue FDB and Medi-Span on your own about the claims in the lawsuits. See Questions 11 and 12.	<u><i>Postmarked by Month Date 2007</i></u>
<i>Object to the Settlements</i>	<i>Object or comment on the Settlements.</i> If you don't exclude yourself, you can appear and speak at the Fairness Hearing on your own or through your own lawyer to object or comment on the Settlements. (Class Counsel has been appointed to represent you.) See Question 13.	<u><i>Postmarked by Month Date 2007</i></u>

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BASIC INFORMATION

1. Why did I get this Notice?

You received this Notice because you are a TPP that may have made reimbursements for certain prescription drugs

- Between January 1, 2000 and the date of the Court's Final Approval of the FDB Settlement where the reimbursement was based on allegedly inflated price data published by FDB and/or
- Between December 19, 2001 and the date of the Court's Final Approval of the Medi-Span Settlement where the reimbursement was based on allegedly inflated price data published by Medi-Span.

You may also have requested this Notice after seeing the Summary Notice in a publication. If so, the lawsuits may affect you.

This Notice explains:

- What the lawsuits and Settlements are about.
- What the lawsuits claim and what FDB and Medi-Span say about the claims.
- Who is affected by the Settlements.
- Who represents the Classes in the lawsuits.
- What your legal rights and choices are.
- How and by when you need to act.

2. What are these lawsuits about?

FDB and Medi-Span are Defendants that publish certain data related to the prices of prescription drugs in their printed and electronic databases. FDB reports data including the BBAWP of each prescription drug. Prescription drug manufacturers often report the Wholesale Acquisition Cost ("WAC") to FDB and Medi-Span. FDB then applies a mark-up factor to the WAC to derive the BBAWP reported in its publications and databases.

From December 2001 into April 2004, Medi-Span published its AWP for prescription drugs based on data provided by FDB. Subsequently, Medi-Span independently applied a mark-up factor to the WAC to derive its AWP for certain drugs reported in its publications and databases. FDB and Medi-Span are not, nor have they ever been, a manufacturer, supplier, wholesaler, distributor or seller of prescription drugs. FDB and Medi-Span are publishers of information.

The published BBAWP or AWP of a prescription drug is often used as a benchmark by pharmacies, insurance companies and other TPPs to set the price of prescription drugs for

consumers who pay the full price of prescription drugs at pharmacies and to determine what insurance companies and TPPs will reimburse for these prescription drugs. Also, the co-payments made by certain consumers, those who pay a percentage of the cost of their prescription drugs rather than a flat co-payment amount, may also be determined based on the same BBAWP or AWP data.

Plaintiffs claim:

- That in 2001, FDB and a large prescription drug wholesaler, McKesson, wrongfully inflated the mark-up factor used to determine the BBAWP that applies to numerous prescription drugs. This allegedly caused members of the Class (TPPs and some consumers) whose payments for prescription drugs are tied to the published BBAWP to make substantial excess payments for those prescription drugs.
- That despite representations that it conducted surveys of wholesalers of prescription drugs to determine their BBAWP, FDB either failed to conduct those surveys or failed to conduct adequate surveys.

The FDB lawsuit alleges such legal theories as negligent representation, conspiracy, fraud and violations of consumer protection statutes. The Medi-Span lawsuit alleges that Medi-Span also negligently published inflated prescription drug prices. The Medi-Span lawsuit alleges such legal theories as negligent misrepresentation.

FDB and Medi-Span have denied any wrongdoing or liability. The Settlements are not an admission of wrongdoing or an indication that any law was violated. FDB and Medi-Span have entered into these Settlements solely to avoid further expense, inconvenience, and the burden of this litigation and any other present or future litigation arising out of the facts that allegedly gave rise to this litigation. FDB and Medi-Span wish to avoid the distractions and diversion of their personnel and resources. They also wish to put to rest this controversy and to avoid the risks inherent in uncertain complex litigation. The Court has not ruled on the merits of Plaintiffs' claims or on the defenses made by FDB and Medi-Span.

3. Why are these lawsuits class actions?

In a class action lawsuit, one or more people called "class representatives" sue on behalf of people who have similar claims. The people together are a "class" or "class members." The court must determine if it will allow the lawsuit to proceed as a class action. If it does, a trial of the claims then decides the lawsuit for everyone in the class or the parties may settle without a trial. Here, the Plaintiffs and FDB and Medi-Span have agreed to Settlements.

The Court has preliminarily approved the Settlements for Classes of individuals and entities that purchased prescription drugs based on the BBAWP data field published by FDB and the AWP published by Medi-Span. There will be Final Hearings for the Court to decide on whether to give final approval to the Settlements (see Question 18).

4. Why are there Settlements?

A settlement is an agreement between a plaintiff and a defendant following extended negotiation. Settlements conclude litigation but this does not mean that the court has ruled in favor of the plaintiff or the defendant. A settlement allows both parties to avoid the cost and risk of a trial and permits both parties to establish a just, fair and final resolution that is best for all involved. The class representatives and their attorneys decide that a settlement is the best result for all class members and the court is asked to approve the settlement as fair, reasonable and adequate. If this Court approves the Settlements, then FDB and Medi-Span will no longer be legally responsible for the claims made in these lawsuits.

Settlement Class Counsel and FDB and Medi-Span have engaged in extensive, arms-length negotiations regarding the issues presented in these litigations and the possible terms of a settlement. FDB and Medi-Span want to settle the Plaintiffs' claims in these litigations and Settlement Class Counsel believes the Settlements are fair, reasonable and adequate and in the best interests of the Classes.

5. Who is a Class Member?

The Classes consist of all entities that made purchases and/or paid, whether directly, indirectly, or by reimbursement, for all or part of the purchase price of prescription drugs, including but not limited to those identified on Exhibit A to the two Settlement Agreements. (To obtain a copy of the Settlement Agreements see Question 21.)

- The purchases based on FDB pricing must have been made between January 1, 2000 and the date of Final Court Approval of the FDB Settlement.
- The purchases based on Medi-Span published prices must have been made between December 19, 2001 and the date of Final Court Approval of the Medi-Span Settlement.
- Any part of the purchase price, reimbursement or payment amount must have been based on the BBAWP, the AWP or similar data published or disseminated by FDB or Medi-Span, electronically or otherwise.

Class Members that made flat co-payments are not included in the Classes. Also not included in the Classes are the Defendants and their present or former, direct and indirect, parents, subsidiaries, divisions, partners and affiliates; the United States government, its officers, agents, agencies and departments; the States of the United States and their respective officers, agents, agencies and departments and all other local governments and their officers, agents, agencies and departments.

Also, those entities that own or operate businesses referred to commonly as pharmacy benefit managers ("PBMs") and who as part of their business operation contract with ultimate TPPs of a prescription drug benefit to perform certain services in the administration and management of that prescription drug benefit for those ultimate TPPs are not Class Members under the Private Payor Class definition of these Settlements. The Classes include the ultimate TPPs providing the prescription drug benefit and not the

PBMs with which those TPPs contract with to administer or manage that prescription benefit on behalf of the Class Members, unless such PBMs are the fiduciary of the TPPs or by contract assumed, in whole or in part, the insurance risk of that prescription drug benefit during the Class Periods.

6. How do I know if I am included in the Settlements?

Unless you exclude yourself as described in Question 12 of this Notice, you are a member of the Classes and will be included in the Settlements if you are:

- A TPP that reimbursed for prescription drugs based on the BBAWP published by FDB or AWP published by Medi-Span.

A TPP is an entity that is:

- (a.) A party to a contract, issuer of a policy, or sponsor of a plan, *and*
- (b.) At risk, under such contract, policy, or plan, to pay or reimburse all or part of the cost of prescription drugs dispensed to covered natural persons.

TPPs include insurance companies, union health and welfare benefit plans and self-insured employers. Entities with self-funded plans that contract with a health insurance company or other entity to serve as a third-party claims administrator to administer their prescription drug benefits qualify as TPPs. Private plans that cover government employees and/or retirees are also included. (For a more comprehensive definition of TPPs refer to the Settlement Agreements. Question 21 provides instruction on how to obtain a copy of the Settlement Agreements).

BENEFITS OF THE SETTLEMENTS

7. What do the Settlements provide?

The Settlements do not provide cash payments by FDB or Medi-Span to Class Members. Rather, Class Members get what is called “injunctive relief.” This means that instead of getting money damages, the companies will agree to change what they are doing to benefit the Classes.

In this case, a substantial benefit is provided to the Classes because FDB and Medi-Span will both lower the mark-up factor used to determine the BBAWP and AWP for a large number of prescription drugs for which they publish price information. This will result in a reduction in the prices for these prescription drugs. **Class Counsel estimates that this reduction may save over a billion dollars for consumers, insurance providers and TPPs in just a single 12-month period.**

Within 2 years, FDB will also cease to publish the BBAWP data field, subject to certain exceptions. In addition, FDB will cooperate as outlined below in providing information on prescription drug pricing in connection with other litigation. Within 3 years, Medi-Span

will also cease to publish the AWP and will also provide information on prescription drug pricing in connection with other litigation.

Specifically:

(a) FDB and Medi-Span will reduce the WAC to AWP mark up they utilize for all prescription drugs, listed on Exhibit A to their respective Settlement Agreements, to 1.20. Currently, most prescription drugs on Exhibit A have a WAC to AWP mark up of greater than 1.20. As for other prescription drugs in either the FDB or Medi-Span databases that are on a mark-up factor basis and have a WAC to AWP mark up of less than 1.20, FDB and Medi-Span each agree that they shall not increase the WAC to AWP mark up for those prescription drugs by reason of the adjustment on other drugs described above.

Neither FDB nor Medi-Span shall at any time thereafter increase the WAC to AWP mark up of any prescription drugs above 1.20 unless a different methodology for determining WAC, AWP or mark ups is adopted that is verifiable. In addition, if verifiable prescription drug wholesale price information becomes available as a result of changes in law, regulation or industry practice, FDB and Medi-Span may publish such information. (This is subject to certain limitations as outlined in the Settlement Agreements.)

(b) FDB shall discontinue publishing, electronically or otherwise, the BBAWP data field for any prescription drug within two years from the Effective Date of the Settlements. Medi-Span shall discontinue publishing, electronically or otherwise, the AWP data field for any prescription drug within three years from the Effective Date of the Settlements. (This is subject to certain limitations as outlined in the Settlement Agreements.)

(c) Establish and maintain for a period of three (3) years from the Effective Date of the Settlement at FDB's expense, a Data Room. Access will be provided in connection with any claim or potential claim brought or contemplated against other defendants in litigation involving prescription drug pricing and reimbursement.

In addition, in connection with litigation *In re Pharmaceutical Industry Average Wholesale Price Litig.*, MDL 1456 ("AWP MDL"), FDB and Medi-Span will cooperate with and facilitate the interview of certain employees involved in the prescription drug price reporting and price data acquisition activities. FDB and Medi-Span will also make reasonable efforts to make certain employees and/or officers with relevant knowledge available for trial testimony in connection with (1) any trial of claims against the remaining defendant or defendants in this Class Action, (2) any trial in the AWP MDL.

REMAINING IN THE CLASSES

8. What happens if I do nothing and stay in the Classes?

If you do nothing, you will be included in the Classes. You will be bound by the terms and conditions of the Settlements. You will never be able to pursue any other lawsuit against FDB or Medi-Span concerning or related in any way to the claims alleged in these lawsuits.

If the Settlements are approved, the claims against FDB and Medi-Span will be completely “released.” This means that you cannot sue FDB or Medi-Span for money damages or other relief based on the claims in these lawsuits.

Class Members agree to forever release all claims even if they later discover new facts about the claims in these lawsuits. This includes any claims whether known or unknown, suspected or unsuspected, contingent or non-contingent. All claims will be released forever whether or not the facts were concealed or hidden, without regard to the subsequent discovery or existence of such different or additional facts.

9. If I remain in the Classes, what claims am I specifically giving up?

The legal definition of the “Released Claims” is as follows:

“Released Claims” shall mean any and all known or unknown claims, demands, actions, suits, causes of action, damages whenever incurred whether compensatory, punitive, or exemplary, liabilities of any nature or under any theory whatsoever. This includes costs, expenses, penalties and attorneys’ fees, in law, equity, or statutory that any Class Member who did not opt-out ever had or now has, directly, representatively, derivatively or in any capacity, arising out of any conduct, events or transactions relating to the collection, calculation, formulas, mark up, determination, dissemination, publication of, and representations concerning, the AWP or BBAWP or similar data published or disseminated by First DataBank, Inc. or Medi-Span electronically or otherwise for any prescription drugs. This includes but is not limited to, the allegations contained in the action entitled *New England Carpenters Health Benefits Fund et al. v. First Databank, Inc., et al.*, Civil Action No. 1:05-CV-11148 (D.Mass.) and *D.C. 37 Health & Security Plan v. Medi-Span*, No. 07-cv-10988-PBS.

10. What entities am I releasing?

The Released Entities are:

- First DataBank, Inc., its parent, subsidiaries, and affiliates and their past, present and future officers, directors, trustees, employees, agents, attorneys, shareholders, predecessors, successors and assigns; and
- Medi-Span, a division of Wolters Kluwer Health, Inc., its parent, subsidiaries, and affiliates and their (including Medi-Span's) past, present and future officers, directors, trustees, employees, agents, attorneys, shareholders, predecessors and assigns.

EXCLUDING YOURSELF FROM EITHER OF THE SETTLEMENT CLASSES

11. What do I do if I don't want to be in the Settlements?

If you are a TPP and you don't want to be in either Class and you want to keep the right to sue FDB or Medi-Span about the same claims on your own, you must take steps to get out of the Classes. This is called excluding yourself. By excluding yourself, you keep the right to file your own lawsuit or join another lawsuit against FDB and Medi-Span about the claims in these lawsuits. If you exclude yourself from the Classes, you will not be in the Settlements. However, if too many Class Members exclude themselves from the Settlements, FDB and Medi-Span can cancel the Settlement Agreements. This means that no one will see cost savings in the future due to these Settlements.

12. How do I exclude myself from the Classes?

You can exclude yourself from the FDB Class, the Medi-Span Class or both Classes.

If you wish to be excluded from the Class or Classes, you can send a letter signed by you that includes all of the following:

- The name, address, and telephone number of the TPP;
- The name and number of the lawsuit or lawsuits: *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, No. 1:05-CV-11148-PBS and/or *D.C. 37 Health & Security Plan v. Medi-Span*, No. 07-cv-10988-PBS;
- The tax identification number for the TPP;
- A statement that the individual signing the letter is authorized to act on behalf of the TPP;
- If you have hired your own lawyer, the name, address, and telephone number of your lawyer; and
- A statement that you want to be excluded from a Class or Classes.

If a TPP seeks to act on behalf of other TPPs for which it administers prescription drug benefits, the exclusion letter must also include the tax identification numbers for each entity seeking to be excluded. It must also include a statement that the individual signing the letter has the authority to act on behalf of such entity either expressly or by contract.

All exclusion letters must be mailed first class, **postmarked on or before [Month Date,] 2007**, to:

FDB/Medi-Span AWP Litigation Administrator
P.O. Box xxx
City, State Zip code

Please remember that you can't exclude yourself by phone or by sending an email.

COMMENTING ON THE SETTLEMENTS

13. Can I object to or comment on the Settlements?

If you have comments about, or disagree with, any aspect of the Settlements, including the requested attorneys' fees or the expense reimbursement plan, you may express your views to the Court through a written response to the Settlements. You can comment about either or both of the Settlements. The written response should include your name, address, telephone number and a brief explanation of your reasons for objection. The document **must** be signed to ensure the Court's review. The response must be postmarked no later than **Month, Day 2007** and mailed to:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

In addition, your document must clearly state that it relates to the following Civil Action Number:

(For the FDB lawsuit) No. 1:05-CV-11148-PBS and/or
(For the Medi-Span lawsuit) No. 07-cv-10988-PBS

14. What is the difference between objecting to the Settlements and excluding myself from the Settlements?

An objection to the Settlements is made when you wish to remain a member of the Classes and be subject to the Settlements but disagree with some aspect of the Settlements. An objection allows your views to be heard in Court. In contrast, exclusion means that you are no longer a Class Member and ultimately do not want to be subject to the Settlements' terms and conditions. Once excluded, you lose any right to object to the Settlements or to the attorneys' fees because the case no longer affects you.

THE LAWYERS REPRESENTING YOU

15. Do I have a lawyer representing my interests in these cases?

Yes. The Court has appointed the following law firms to represent you and other Class Members:

Hagens Berman Sobol Shapiro LLP
www.hagens-berman.com
1301 Fifth Avenue, Suite 2900
Seattle, WA 98101

and

One Main Street, 4th Floor
Cambridge, MA 02142

Spector Roseman & Kodroff, PC
www.srk-law.com

1818 Market Street, Suite 2500
Philadelphia, PA 19103

Wexler Toriseva Wallace LLP
www.wtwlaw.us
One North LaSalle St., Suite 2000
Chicago, IL 60602

Edelson & Associates LLC
45 West Court Street
Doylestown, PA 18901

These lawyers are called Class Counsel. You won't be charged personally for these lawyers, but they will ask the Court to award them a fee. More information about Class Counsel and their experience is available at the Web sites listed above.

16. How will the lawyers be compensated?

Class Counsel will request that the Court award attorneys' fees and expenses. The Court has appointed Class Counsel to represent everyone in the Classes. Subject to Court approval, FDB will pay Class Counsel fees not to exceed \$625,000, expenses of \$200,000, and \$125,000 for the maintenance of the Data Room for a period of 3 years. Class Counsel will receive \$100,000 in fees and expenses in connection with the Settlement with Medi-Span. FDB will also pay the cost of notice to all Class Members. You may hire your own attorney, if you wish. However, you will be responsible for that attorney's fees and expenses.

17. Should I get my own lawyer?

You don't need to hire your own lawyer, but if you want your own lawyer to speak for you or appear in Court, you must file a Notice of Appearance (*see* Question 20 to find out how to submit a Notice of Appearance). If you hire a lawyer to appear for you in the lawsuit, you will have to make your own arrangement for that lawyer's compensation.

THE COURT'S FINAL APPROVAL HEARING

18. When and where will the Court decide on whether to grant final approval of the Settlements?

The Court will hold Final Approval Hearings on _____ at _____ to consider whether the Settlements are fair, reasonable, and adequate. At the Hearings, the Court will decide whether to approve the Settlements and the motion for attorneys' fees and expenses. If comments or objections have been received, the Court will consider them at this time.

Note: The Hearings may be postponed to a different date without additional notice. Updated information will be posted on the FDB/Medi-Span AWP Litigation Web site at www.xxxxxxx.com.

19. Must I attend the Final Approval Hearings?

Attendance is not required, even if you properly mailed a written response. Class Counsel is prepared to answer the Court's questions on your behalf. If you or your personal attorney still want to attend the Hearings, you are more than welcome at your expense. However, it is not necessary that either of you attend. As long as the objection was postmarked before the deadline, the Court will consider it.

20. May I speak at the Final Approval Hearings?

You may speak at the Final Approval Hearings or hire your own lawyer to speak on your behalf. If you want your own lawyer to speak for you instead of Class Counsel at the Final Approval Hearings, you must give the Court a paper that is called a "Notice of Appearance." The Notice of Appearance should include the name and number of the lawsuits, and state that you wish to enter an appearance at the Fairness Hearings. It also must include your name, address, telephone number, and signature as well as the name and address of your lawyer, if one is appearing for you. Your "Notice of Appearance" **must** be postmarked no later than **Month Day 2007**. You cannot speak at the Hearings if you asked to be excluded from the Settlement Classes.

The Notice of Appearance must be filed with the Court at the following address:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

The Notice of Appearance must be filed using the following Civil Action Number:

(For the FDB lawsuit) No. 1:05-CV-11148-PBS and/or
(For the Medi-Span lawsuit) No. 07-cv-10988-PBS

GETTING MORE INFORMATION

21. Where do I obtain more information?

More details are in the Settlement Agreements and Exhibits filed by Class Counsel and are also in the other legal documents that have been filed with the Court in this lawsuit. You can look at and copy these legal documents at any time during regular office hours at the Office of the Clerk of Court, John Joseph Moakley U.S. Courthouse, 1 Courthouse Way, Suite 2300, Boston, Massachusetts 02210. These documents will also be available on the FDB/Medi-Span AWP Litigation Web site at www.xxxxxxx.com.

In addition, if you have any questions about the lawsuit or this Notice, you may:

- Visit the FDB/Medi-Span AWP Litigation Web site www.xxxx.com
- Call toll free 1-xxx-xxx-xxxx (hearing impaired call 1-yyy-yyy-yyyy)
- Write to: FDB/Medi-Span AWP Litigation Administrator, PO Box xxxx, City, State Zip

[date]

EXHIBIT 2

If You Paid for All or Part of Prescription Drugs

Class Action Settlements Will Affect your Legal Rights and
What You May Pay in the Future for Thousands of Drugs.

*The District Court has authorized this Notice. It is not a solicitation from a lawyer.
You are not being sued.*

[Spanish: For More Information On these Proposed Settlements Visit www.xxx.com]

- Proposed Class Action Settlements have been reached in two class actions about the way certain prescription drug price information is published. The lawsuits claim that certain prescription drugs you pay for may have been overpriced. The Settlements will save you money by changing the way the prescription drug price information is published in the future.
- The two companies being sued are First DataBank, Inc. ("FDB") and Medi-Span. These companies publish information that may be used to determine the full and co-payment price that some consumers pay for prescription drugs. The information is also used to determine how much insurance companies will reimburse for these prescription drugs. FDB and Medi-Span are not, nor have they ever been, a manufacturer, supplier, wholesaler, distributor, or seller of prescription drugs.
- The companies have agreed to change the way they determine prices they publish. They will also cease to publish certain price information in two to three years.

A Summary of Your Rights and Choices:

*Your Legal Rights Are Affected Even If You Do Not Act.
Read This Notice Carefully.*

You May:		Due Date:
Remain in the Classes	<i>Stay in the lawsuits</i> If you wish to stay in the Classes, you do not need to do anything. You will not be able to sue FDB or Medi-Span for the claims in this lawsuit and will be bound by the Court's decisions. See Question 8.	<u>N/A</u>
Exclude Yourself	<i>Get out of the Classes</i> You can write and ask to get out the Classes and keep your right to sue FDB and Medi-Span on your own about the claims in the lawsuits. See Questions 11 and 12.	<u>Postmarked</u> <u>by</u> <u>Month Date</u> <u>2007</u>
Object to the Settlements	<i>Object or comment on the Settlements.</i> If you don't exclude yourself, you can appear and speak in the lawsuits on your own or through your own lawyer to object or comment on the Settlements. (Class Counsel has been appointed to represent you.) See Question 13.	<u>Postmarked</u> <u>by</u> <u>Month Date</u> <u>2007</u>

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3. Why is this a class action?..... X
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6. How do I know if I am included in the Settlements?..... X

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GETTING MORE INFORMATION

21. Where do I obtain more information?..... X

BASIC INFORMATION

1. Why did I get this Notice?

You received this Notice because you are a consumer that may have paid for all or part of certain prescription drugs out-of-pocket. You may also have requested this Notice after seeing the Summary Notice in a publication. If so, the lawsuits may affect you.

This Notice explains:

- What the lawsuits and Settlements are about.
- What the lawsuits claim and what FDB and Medi-Span say about the claims.
- Who is affected by the Settlements.
- Who represents the Classes in the lawsuits.
- What your legal rights and choices are.
- How and by when you need to act.

2. What are these lawsuits about?

Prescription drugs often are priced using certain benchmarks. The most common pricing benchmark is something called the Average Wholesale Price or “AWP”. The AWP often helps pharmacies and insurance companies decide what to charge consumers for prescription drugs. This is when consumers pay the full price of prescription drugs or a percentage of the cost rather than a flat co-payment amount.

FDB¹ and Medi-Span publish the AWP of certain prescription drugs in their printed and electronic databases.

FDB determines the AWP by taking the wholesale costs it gets from the manufacturer and then marking that price up. The lawsuits claim that FDB marked up the costs too much.

From December 2001 into April 2004, Medi-Span published its AWP for prescription drugs based on data provided by FDB.

FDB and Medi-Span are not, nor have they ever been, a manufacturer, supplier, wholesaler, distributor or seller of prescription drugs. FDB and Medi-Span are merely publishers of information.

¹ The technical name for the price that FDB publishes is the Blue Book Average Wholesale Price (“BBAWP”). To determine the BBAWP FDB marks up what is called the Wholesale Acquisition Price (“WAC”). The WAC is given to FDB from the pharmaceutical manufacturers. From 2001 to 2004 Medi-Span published this same data it got from FDB but called it the AWP in its databases. After that time Medi-Span applied its own mark-up to the WAC.

FDB and Medi-Span have denied any wrongdoing or responsibility. FDB and Medi-Span have entered into these Settlements solely to avoid further expense, inconvenience, the burden of this litigation and any other present or future litigation arising out of the facts in this case.

3. Why is this a class action?

In a class action lawsuit, one or more people called “class representatives” sue on behalf of people who have similar claims. The people together are a “class” or “class members.” The court must determine if it will allow the lawsuit to proceed as a class action. If it does, all decisions made will affect everyone in the class.

Here, the people that sued (“Plaintiffs”) and FDB and Medi-Span (“Defendants”) have agreed to Settlements. The Court has preliminarily approved these Settlements for individuals who purchased prescription drugs that were priced based on the AWP published by FDB and Medi-Span. There will be Fairness Hearings for the Court to decide on whether to give final approval to the Settlements. (See question 18.)

4. Why are there Settlements?

A settlement is an agreement between a plaintiff and a defendant following extended negotiation. Settlements conclude litigation but this does not mean that the court has ruled in favor of the plaintiff or the defendant. A settlement allows both parties to avoid the cost and risk of a trial and permits both parties to establish a just, fair and final resolution that is best for all involved. The class representatives and their attorneys decide that a settlement is the best result for all class members and the court is asked to approve the settlement as fair, reasonable and adequate. If this Court approves the Settlements, then FDB and Medi-Span will no longer be legally responsible for the claims made in these lawsuits.

The lawyers representing the Classes (“Class Counsel”) and FDB and Medi-Span have engaged in extensive, arms-length negotiations regarding the issues presented in these lawsuits and the possible terms of a settlement. FDB and Medi-Span want to settle the claims in these lawsuits and Class Counsel believes the Settlements are fair, reasonable and adequate and in the best interests of the Class.

5. Who is a Class Member?

You are a member of the Classes if you paid for all or part of certain prescription drugs based on data published by FDB or Medi-Span. (A list of those prescription drugs is available at www.XXXXXX.com. There are two different lists of prescription drugs, one that lists prescription drugs reported by FDB and one that lists prescription drugs reported by Medi-Span. These lists are also attached, as Exhibit A, to each Settlement Agreement. To get a copy of the Settlement Agreements see Question 21.) You must have made these purchases during certain times:

- The purchases based on FDB pricing must have been made between January 1, 2000

and the date of Final Court Approval of the FDB Settlement.

- The purchases based on Medi-Span published prices must have been made between December 19, 2001 and the date of Final Court Approval of the Medi-Span Settlement.

Any part of the price you paid for prescription drugs must have been based on data published by FDB or Medi-Span, electronically or otherwise.

If you made flat co-payments for your prescription drugs, you were not affected by FDB and Medi-Span's alleged actions and you are not a Class Member. Flat co-payments are those that do not differ with the cost of the prescription drug. Consumers who have flat co-pays that are tiered (i.e. one flat price for all brand named prescription drugs and another flat co-payment for generic prescription drugs) are also not Class Members.

There are a number of other people that are also not included in the Class. These people include:

- the Defendants and their present or former, direct and indirect, parents, subsidiaries, divisions, partners and affiliates; and
- the United States government, its officers, agents, agencies and departments; the States of the United States and their respective officers, agents, agencies and departments; and all other local governments and their officers, agents, agencies and departments.

Also excluded from the Class are those entities that own or operate businesses referred to commonly as pharmacy benefit managers ("PBMs"). These PBMs, as part of their business operation, contract with Third-Party Payors to perform certain services in the administration and management of prescription drug benefit plans.

6. How do I know if I am included in the Settlements?

Unless you exclude yourself, you are a member of the Classes and will be included in the Settlements if you:

- paid for all or part of the price of a prescription drug based on the data published by FDB or Medi-Span during the relevant time periods.

BENEFITS OF THE SETTLEMENTS

7. What do the Settlements provide?

The Settlements do not provide cash payments by FDB or Medi-Span.

Rather, Class Members get what is called "injunctive relief." This means that instead of getting money damages, the companies will agree to change what they are doing to benefit the Classes.

In this case, a substantial benefit is provided to the Classes because FDB and Medi-Span will change the way they publish pricing information for a large number of prescription drugs. This may result in a reduction in the prices for these prescription drugs.

Class Counsel estimates that this reduction may save over a billion dollars for consumers, insurance providers and Third-Party Payors in just a single 12-month period.

Within 2 years, FDB will stop publishing the AWP, subject to certain exceptions. In addition, FDB will cooperate as outlined below in providing information on prescription drug pricing in connection with other lawsuits. Within 3 years, Medi-Span will also stop publishing the AWP and will also provide information on prescription drug pricing in connection with other litigation.

Specifically:

(a) FDB and Medi-Span will reduce the mark-up amount used for all prescription drugs listed on Exhibit A. These markups will be decreased to 1.20. Currently, in many cases the mark up is 1.25. FDB and Medi-Span also agree not to increase the mark up for those prescription drugs not on Exhibit A that are below 1.20 to above 1.20 at any time in the future because of this adjustment.

If verifiable prescription drug wholesale price information becomes available as a result of changes in law, regulation or industry practice, FDB and Medi-Span may publish such information. (This is subject to certain limitations as outlined in the Settlement Agreements.)

(b) FDB will stop publishing, electronically or otherwise, the AWP for any prescription drug within two years from the Effective Date of the Settlements. Medi-Span will stop publishing, electronically or otherwise, the AWP for any prescription drug within three years from the Effective Date of the Settlements. (This is subject to certain limitations as outlined in the Settlement Agreements.)

(c) FDB will establish and maintain for a period of three (3) years from the Effective Date of the Settlement at FDB's expense, a Data Room. Access will be provided in connection with any claim or potential claim brought or contemplated against other defendants in litigation involving prescription drug pricing and reimbursement.

FDB and Medi-Span also agree to cooperate in providing information in another related lawsuit: *In re Pharmaceutical Industry Average Wholesale Price Litig.*, MDL 1456 ("AWP MDL").

REMAINING IN THE CLASSES

8. What happens if I do nothing and stay in the Classes?

If you do nothing, you will be included in the Classes. You will be bound by the terms and conditions of the Settlements. You will never be able to pursue any other lawsuit against FDB or Medi-Span concerning or related in any way to the claims alleged in these lawsuits.

If the Settlements are approved, the claims against FDB and Medi-Span will be completely “released.” This means that you cannot sue FDB or Medi-Span for money damages or other relief based on the claims in these lawsuits.

Class Members agree to forever release all claims even if they later discover new facts about the claims in these lawsuits. This includes any claims whether known or unknown, suspected or unsuspected, contingent or non-contingent. All claims will be released forever whether or not the facts were concealed or hidden, without regard to the subsequent discovery or existence of such different or additional facts.

9. If I remain in the Classes, what claims am I specifically giving up?

The technical release is as follows: "Released Claims" which shall mean any and all known or unknown claims, demands, actions, suits, causes of action, damages whenever incurred whether compensatory, punitive, or exemplary, liabilities of any nature or under any theory whatsoever. This includes costs, expenses, penalties and attorneys' fees, in law, equity, or statutory that any Class Member who did not opt out ever had or now has, directly, representatively, derivatively or in any capacity, arising out of any conduct, events or transactions relating to the collection, calculation, formulas, mark up, determination, dissemination, publication of, and representations concerning the AWP or similar data published or disseminated by First DataBank, Inc. or Medi-Span electronically or otherwise for any prescription drugs. This includes but is not limited to, the allegations contained in the action entitled *New England Carpenters Health Benefits Fund et al. v. First Databank, Inc., et al.*, Civil Action No. 1:05-CV-11148 (D. Mass.) and *D.C. 37 Health & Security Plan v. Medi-Span*, No. 07-cv-10988-PBS (D. Mass).

10. What entities am I releasing?

The Released Entities are:

- First DataBank, Inc., its parent, subsidiaries, and affiliates and their past, present and future officers, directors, trustees, employees, agents, attorneys, shareholders, predecessors, successors and assigns; and
- Medi-Span, a division of Wolters Kluwer Health, Inc., its parent, subsidiaries, and affiliates and their (including Medi-Span's) past, present and future officers, directors, trustees, employees, agents, attorneys, shareholders, predecessors and assigns.

EXCLUDING YOURSELF FROM EITHER OF THE SETTLEMENT CLASSES

11. What do I do if I don't want to be in the Settlements?

If you don't want to be in either Class and you want to keep the right to sue FDB or Medi-Span about the same claims on your own, you must take steps to get out of the Classes. This is called excluding yourself. By excluding yourself, you keep the right to file your own lawsuit or join another lawsuit against FDB and Medi-Span about the claims in these lawsuits.

If you exclude yourself from the Classes, you will not be in the Settlements. However, if too many Class Members exclude themselves from the Settlements, FDB and Medi-Span can cancel the agreement. This means that no one will see cost savings in the future due to these Settlements.

12. How do I exclude myself from the Classes?

You can exclude yourself from the FDB Class, the Medi-Span Class or both Classes.

If you wish to be excluded from the Class or Classes, you can send a letter signed by you that includes all of the following:

- Your name, address, and telephone number;
- The name and number of the lawsuit or lawsuits: *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, No. 1:05-CV-11148-PBS and/or *D.C. 37 Health & Security Plan v. Medi-Span*, No. 07-cv-10988-PBS;
- If you have hired your own lawyer, the name, address, and telephone number of your lawyer; and
- A statement that you want to be excluded from a Class or Classes.

All exclusion letters must be mailed first class, **postmarked on or before [Month Date,] 2007**, to:

FDB/Medi-Span AWP Litigation Administrator
P.O. Box xxx
City, State Zip code

Please remember that you can't exclude yourself by phone or by sending an email.

COMMENTING ON THE SETTLEMENTS

13. Can I object to or comment on the Settlements?

If you have comments about, or disagree with, any part of the Settlements, including the requested attorneys' fees or the expense reimbursement plan, you may express your views to the Court through a written response to the Settlements. You can comment about either or both of the Settlements. The written response should include your name, address, telephone number and a brief explanation of your reasons for objection. The document **must** be signed to ensure the Court's review. The response must be postmarked no later than **Month, Day 2007** and mailed to:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

In addition, your document must clearly state that it relates to the following Civil Action Number:

(For the FDB lawsuit) No. 1:05-CV-11148-PBS and/or
(For the Medi-Span lawsuit) No. 07-cv-10988-PBS

14. What is the difference between objecting to the Settlements and excluding myself from the Settlements?

An objection to the Settlements is made when you wish to remain a Class Member and be subject to the Settlements, but disagree with some aspect of the Settlements. An objection allows your views to be heard in Court.

In contrast, exclusion means that you are no longer a Class Member and ultimately do not want to be subject to the either Settlements' terms and conditions. Once excluded, you lose any right to object to the Settlements or to the attorneys' fees because the case no longer affects you.

THE LAWYERS REPRESENTING YOU

15. Do I have a lawyer representing my interests in these cases?

Yes. The Court has appointed the following law firms to represent you and other Class Members:

Hagens Berman Sobol Shapiro LLP
www.hagens-berman.com
1301 Fifth Avenue, Suite 2900
Seattle, WA 98101

and

One Main Street, 4th Floor
Cambridge, MA 02142

Spector Roseman & Kodroff, PC
www.srk-law.com

1818 Market Street, Suite 2500
Philadelphia, PA 19103

Wexler Toriseva Wallace LLP
www.wtwlaw.us
One North LaSalle St., Suite 20
Chicago, IL 60602

Edelson & Associates LLC
45 West Court Street
Doylestown, PA 1890

These lawyers are called Class Counsel. You won't be charged personally for these lawyers, but they will ask the Court to award them a fee. More information about Class Counsel and their experience is available at the Web sites listed above.

16. How will the lawyers be paid?

Class Counsel will request that the Court award attorneys' fees and expenses. The Court has appointed Class Counsel to represent everyone in the Classes. Subject to Court approval, FDB will pay Class Counsel fees not to exceed \$625,000, expenses of \$200,000, and \$125,000 for the maintenance of the Data Room for a period of 3 years. Class Counsel will receive \$100,000 in fees and expenses in connection with the settlement with Medi-Span. FDB will also pay the cost of notice to all Class Members.

You may hire your own attorney, if you wish. However, you will be responsible for that attorney's fees and expenses.

17. Should I get my own lawyer?

You don't need to hire your own lawyer, but if you want your own lawyer to speak for you or appear in Court, you must file a Notice of Appearance (*see* Question 20 to find out how to submit a Notice of Appearance). If you hire a lawyer to appear for you in the lawsuit, you will have to pay for that lawyer on your own.

THE COURT'S FINAL APPROVAL HEARINGS

18. When and where will the Court decide on whether to grant final approval of the Settlements?

The Court will hold Final Approval Hearings on _____ at _____ to consider whether the Settlements are fair, reasonable, and adequate. At the Hearings, the Court will decide whether to approve the Settlements and the motion for attorneys' fees and expenses. If comments or objections have been received, the Court will consider them at this time.

Note: The Hearings may be postponed to a different date without additional notice. Updated information will be posted on the FDB/Medi-Span AWP Litigation Web site at www.xxxxxxx.com.

19. Must I attend the Final Approval Hearings?

Attendance is not required, even if you properly mailed a written response. Class Counsel is prepared to answer the Court's questions on your behalf. If you or your personal attorney still want to attend the Hearings, you are more than welcome at your expense. As long as the objection was postmarked before the deadline, the Court will consider it.

20. May I speak at the Final Approval Hearings?

You may speak at the Final Approval Hearings or hire your own lawyer to speak on your behalf. If you want your own lawyer to speak for you instead of Class Counsel at the Final Approval Hearings, you must give the Court a paper that is called a "Notice of Appearance." The Notice of Appearance should include the name and number of the lawsuits, and state that you wish to enter an appearance at the Fairness Hearings. It also must include your name, address, telephone number, and signature as well as the name and address of your lawyer, if one is appearing for you. Your "Notice of Appearance" **must** be postmarked no later than **Month Day 2007**. You cannot speak at the Hearings if you asked to be excluded from the Settlement Classes.

The Notice of Appearance must be filed with the Court at the following address:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

The Notice of Appearance must be filed using the following Civil Action Number:

(For the FDB lawsuit) No. 1:05-CV-11148-PBS and/or
(For the Medi-Span lawsuit) No. 07-cv-10988-PBS

GETTING MORE INFORMATION

21. Where do I obtain more information?

More details are in the Settlement Agreements, Exhibits and the other legal documents that have been filed with the Court in this lawsuit. You can look at and copy these legal documents at any time during regular office hours at the Office of the Clerk of Court, John Joseph Moakley U.S. Courthouse, 1 Courthouse Way, Suite 2300, Boston, Massachusetts 02210. These documents will also be available on the FDB/Medi-Span AWP Litigation Web site at www.xxxxxxxx.com.

In addition, if you have any questions about the lawsuit or this Notice, you may:

- Visit the FDB/Medi-Span AWP Litigation Web site www.xxxx.com
- Call toll free 1-xxx-xxx-xxxx (hearing impaired call 1-yyy-yyy-yyyy)
- Write to: FDB/Medi-Span AWP Litigation Administrator, PO Box xxxx, City, State Zip

EXHIBIT 3

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
AK	Anchorage	<i>Daily News</i>	75,579	Parade Magazine
AK	Fairbanks	<i>News-Miner</i>	19,889	Parade Magazine
AK	Juneau	<i>Empire</i>	5,831	USA Weekend
AK	Kenai	<i>Peninsula Clarion</i>	6,500	USA Weekend
AL	Alexander City	<i>Outlook</i>	3,721	Parade Magazine
AL	Anniston	<i>Star</i>	25,930	Parade Magazine
AL	Birmingham	<i>News</i>	180,783	Parade Magazine
AL	Decatur	<i>Daily</i>	24,032	Parade Magazine
AL	Florence	<i>Times Daily</i>	32,310	Parade Magazine
AL	Gadsen	<i>Times</i>	22,608	Parade Magazine
AL	Huntsville	<i>Times</i>	72,275	Parade Magazine
AL	Mobile	<i>Register</i>	117,279	Parade Magazine
AL	Selma	<i>The Selma Times-Journal</i>	6,663	Parade Magazine
AL	Talladega	<i>Daily Home</i>	9,723	Parade Magazine
AL	Tuscaloosa	<i>News</i>	35,541	Parade Magazine
AL	Cullman	<i>Times</i>	11,049	USA Weekend
AL	Dothan	<i>Eagle</i>	34,657	USA Weekend
AL	Jasper	<i>Mountain Eagle</i>	10,667	USA Weekend
AL	Montgomery	<i>Advertiser</i>	57,955	USA Weekend
AL	Opelika	<i>News</i>	15,279	USA Weekend
AR	Blytheville	<i>Courier News</i>	4,948	Parade Magazine
AR	Little Rock	<i>Arkansas Democrat-Gazette</i>	275,991	Parade Magazine
AR	Conway	<i>Log Cabin Democrat</i>	11,271	USA Weekend
AR	El Dorado	<i>South Arkansas Sunday News</i>	15,025	USA Weekend
AR	Fort Smith	<i>Southwest Times Record</i>	43,205	USA Weekend
AR	Harrison	<i>Times</i>	10,317	USA Weekend
AR	Hot Springs	<i>Sentinel-Record</i>	18,108	USA Weekend
AR	Jonesboro	<i>Sun</i>	21,416	USA Weekend
AR	Mountain Home	<i>Baxter Bulletin</i>	11,589	USA Weekend
AR	Paragould	<i>Daily Press</i>	4,989	USA Weekend
AR	Pine Bluff	<i>Commercial</i>	16,770	USA Weekend
AR	Russellville	<i>Courier</i>	9,623	USA Weekend
AR	Searcy	<i>Citizen</i>	5,980	USA Weekend
AR	Springdale	<i>News</i>	40,154	USA Weekend
AZ	Flagstaff	<i>Arizona Daily Sun</i>	12,100	Parade Magazine
AZ	Mesa	<i>Tribune</i>	86,507	Parade Magazine
AZ	Tucson	<i>Arizona Daily Star</i>	173,064	Parade Magazine
AZ	Yuma	<i>Daily Sun</i>	25,966	Parade Magazine
AZ	Bullhead City	<i>Mohave Valley Daily News</i>	10,423	USA Weekend
AZ	Casa Grande	<i>Dispatch</i>	11,332	USA Weekend
AZ	Douglas	<i>Dispatch</i>	2,065	USA Weekend
AZ	Kingman	<i>Daily Miner</i>	8,968	USA Weekend
AZ	Lake Havasu City	<i>Today's New Herald Sunday</i>	11,428	USA Weekend
AZ	Phoenix	<i>Republic</i>	556,465	USA Weekend
AZ	Prescott	<i>Daily Courier</i>	19,992	USA Weekend
AZ	Sierra Vista	<i>Herald Sunday</i>	10,329	USA Weekend
AZ	Sun City	<i>News-Sun</i>	15,819	USA Weekend
AZ	Tucson	<i>Star</i>	173,064	USA Weekend
CA	Bakersfield	<i>Californian</i>	74,742	Parade Magazine
CA	Fresno	<i>Bee</i>	183,744	Parade Magazine
CA	Los Angeles	<i>Times</i>	1,231,318	Parade Magazine
CA	Modesto	<i>Bee</i>	88,380	Parade Magazine
CA	Oceanside/Escondido	<i>North County Times</i>	92,073	Parade Magazine
CA	Redding	<i>Record Searchlight</i>	38,632	Parade Magazine
CA	Riverside	<i>Press-Enterprise</i>	185,099	Parade Magazine
CA	Sacramento	<i>Bee</i>	330,993	Parade Magazine
CA	San Diego	<i>Union-Tribune</i>	408,392	Parade Magazine

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
CA	San Francisco	<i>Chronicle</i>	451,504	Parade Magazine
CA	San Luis Obispo	<i>Tribune</i>	43,757	Parade Magazine
CA	Santa Ana	<i>Orange County Register</i>	354,632	Parade Magazine
CA	Santa Rosa	<i>Press Democrat</i>	86,766	Parade Magazine
CA	Stockton	<i>Record</i>	65,575	Parade Magazine
CA	Ventura County	<i>Star</i>	100,502	Parade Magazine
CA	Auburn	<i>Journal</i>	11,804	USA Weekend
CA	Benicia	<i>Herald Sunday</i>	3,522	USA Weekend
CA	Chico	<i>Enterprise-Record</i>	33,374	USA Weekend
CA	Davis	<i>Enterprise</i>	10,283	USA Weekend
CA	El Centro	<i>Imperial Valley Press</i>	13,176	USA Weekend
CA	Eureka	<i>Times-Standard</i>	20,943	USA Weekend
CA	Fairfield	<i>Republic</i>	20,805	USA Weekend
CA	Fremont-Newark	<i>Argus</i>	30,081	USA Weekend
CA	Grass Valley	<i>The Union</i>	16,818	USA Weekend
CA	Hanford	<i>Sentinel</i>	12,959	USA Weekend
CA	Hayward	<i>Daily Review</i>	36,776	USA Weekend
CA	Lakeport	<i>Record Bee</i>	8,168	USA Weekend
CA	Lodi	<i>News-Sentinel</i>	16,855	USA Weekend
CA	Los Angeles	<i>Daily News</i>	187,740	USA Weekend
CA	Los Angeles County	<i>Breeze</i>	70,594	USA Weekend
CA	Los Angeles County	<i>Press Telegram</i>	95,771	USA Weekend
CA	Los Angeles County	<i>Star News-Valley Tribune-Daily News</i>	90,691	USA Weekend
CA	Madera	<i>Tribune</i>	4,877	USA Weekend
CA	Marin	<i>Independent Journal</i>	40,233	USA Weekend
CA	Marysville-Yuba City	<i>Appeal-Democrat</i>	21,681	USA Weekend
CA	Merced	<i>Sun-Star</i>	20,189	USA Weekend
CA	Monterey	<i>Monterey County Herald</i>	32,464	USA Weekend
CA	Napa	<i>Register</i>	17,873	USA Weekend
CA	Oakland	<i>Tribune</i>	55,138	USA Weekend
CA	Oakland	<i>Tribune</i>	55,138	USA Weekend
CA	Ontario	<i>Inland Vally Daily Bulletin</i>	66,318	USA Weekend
CA	Palm Springs	<i>Desert Sun</i>	58,464	USA Weekend
CA	Palmdale	<i>Antelope Valley Press</i>	26,656	USA Weekend
CA	Pleasanton	<i>Tri-Valley Herald</i>	40,399	USA Weekend
CA	Porterville	<i>Recorder</i>	9,136	USA Weekend
CA	Red Bluff	<i>News</i>	7,205	USA Weekend
CA	Redlands	<i>Facts</i>	6,875	USA Weekend
CA	Salinas	<i>Californian</i>	20,317	USA Weekend
CA	San Bernardino	<i>Sun</i>	72,821	USA Weekend
CA	San Jose	<i>Mercury News</i>	263,373	USA Weekend
CA	San Mateo	<i>County Times</i>	34,450	USA Weekend
CA	San Mateo	<i>Times</i>	34,450	USA Weekend
CA	Santa Barbara	<i>News-Press</i>	41,641	USA Weekend
CA	Santa Cruz	<i>Sentinel</i>	25,930	USA Weekend
CA	Santa Maria-Lompoc	<i>Record-Times</i>	25,388	USA Weekend
CA	Tulare-Visalia	<i>Advance Register-Times Delta</i>	30,984	USA Weekend
CA	Ukiah	<i>Journal</i>	7,233	USA Weekend
CA	Vacaville	<i>Reporter</i>	18,749	USA Weekend
CA	Vacaville	<i>Reporter</i>	18,749	USA Weekend
CA	Vallejo	<i>Times-Herald</i>	20,525	USA Weekend
CA	Victorville/Barstow	<i>Press/Desert Dispatch</i>	37,157	USA Weekend
CA	Walnut Creek	<i>Contra Costa Times</i>	190,613	USA Weekend
CA	Watsonville	<i>Register-Pajaronian</i>	5,433	USA Weekend
CA	Woodland	<i>Democrat</i>	9,441	USA Weekend
CO	Boulder	<i>Sunday Camera</i>	38,161	Parade Magazine
CO	Colorado Springs	<i>Gazette</i>	110,820	Parade Magazine

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
CO	Denver	<i>Post & Rocky Mountain News</i>	704,806	Parade Magazine
CO	Glenwood Springs	<i>Western Slope</i>	1,576	Parade Magazine
CO	Grand Junction	<i>Sentinel</i>	33,763	Parade Magazine
CO	Pueblo	<i>Chieftan</i>	53,078	Parade Magazine
CO	Canon City	<i>Daily Record</i>	7,941	USA Weekend
CO	Denver	<i>Post/Rocky Mountain News</i>	701,889	USA Weekend
CO	Durango	<i>Herald</i>	8,723	USA Weekend
CO	Fort Collins	<i>Coloradoan</i>	33,420	USA Weekend
CO	Greeley	<i>Tribune</i>	28,612	USA Weekend
CO	Longmont	<i>Times Call</i>	23,149	USA Weekend
CO	Loveland	<i>Reporter-Herald</i>	18,149	USA Weekend
CO	Montrose	<i>Daily Press</i>	5,572	USA Weekend
CT	Danbury	<i>News-Times</i>	33,149	Parade Magazine
CT	Manchester	<i>Journal Inquirer</i>	42,467	Parade Magazine
CT	Meriden	<i>Record-Journal</i>	23,136	Parade Magazine
CT	New London	<i>Day</i>	43,442	Parade Magazine
CT	Stamford/Greenwich	<i>Advocate/Times</i>	38,434	Parade Magazine
CT	Waterbury	<i>Republican-American</i>	61,100	Parade Magazine
CT	Fairfield County	<i>Post</i>	85,772	USA Weekend
CT	Hartford	<i>Courant</i>	272,918	USA Weekend
CT	Meriden	<i>Record-Journal</i>	20,937	USA Weekend
CT	New Britain	<i>Herald Press</i>	25,051	USA Weekend
CT	New Haven	<i>Register</i>	90,389	USA Weekend
CT	Norwalk	<i>Hour</i>	14,168	USA Weekend
CT	Norwich	<i>Bulletin</i>	28,413	USA Weekend
CT	Torrington	<i>Register Citizen</i>	7,215	USA Weekend
DC	Washington	<i>Post</i>	960,684	Parade Magazine
DC	Suburban Washington	<i>Examiner</i>	243,151	USA Weekend
DC	Washington	<i>Times</i>	76,917	USA Weekend
DE	Dover	<i>Delaware State News</i>	22,451	Parade Magazine
DE	Wilmington	<i>News Journal</i>	134,865	USA Weekend
FL	Fort Walton Beach	<i>Northwest Florida News</i>	45,177	Parade Magazine
FL	Gainesville	<i>Sun</i>	54,205	Parade Magazine
FL	Lake City	<i>Reporter</i>	8,657	Parade Magazine
FL	Lakeland	<i>Ledger</i>	91,288	Parade Magazine
FL	Miami	<i>El Nuevo Herald</i>	98,261	Parade Magazine
FL	Miami	<i>Herald</i>	390,171	Parade Magazine
FL	Naples	<i>News</i>	79,061	Parade Magazine
FL	Ocala	<i>Star-Banner</i>	54,160	Parade Magazine
FL	Orlando	<i>Sentinel</i>	341,025	Parade Magazine
FL	Sarasota	<i>Herald-Tribune</i>	138,675	Parade Magazine
FL	St. Petersburg	<i>Times</i>	422,410	Parade Magazine
FL	Tampa	<i>Tribune</i>	309,916	Parade Magazine
FL	Treasure Coast	<i>News-Press-Tribune</i>	120,358	Parade Magazine
FL	West Palm Beach	<i>Post</i>	211,697	Parade Magazine
FL	Boca Raton	<i>News</i>	17,391	USA Weekend
FL	Bradenton	<i>Herald</i>	57,320	USA Weekend
FL	Brooksville	<i>Hernando Today</i>	4,964	USA Weekend
FL	Charlotte Harbor/Venice Beach	<i>Sun/Gondalier Sun</i>	54,373	USA Weekend
FL	Crystal River	<i>Citrus County Chronicle</i>	31,851	USA Weekend
FL	Daytona Beach	<i>News-Journal</i>	125,754	USA Weekend
FL	Ft. Lauderdale	<i>South Florida Sun-Sentinel</i>	339,728	USA Weekend
FL	Ft. Myers	<i>News-Press</i>	120,342	USA Weekend
FL	Jacksonville	<i>Times-Union</i>	222,392	USA Weekend
FL	Leesburg	<i>Commercial</i>	25,019	USA Weekend
FL	Marianna	<i>Jackson County Floridian</i>	6,738	USA Weekend
FL	Melbourne	<i>Florida Today</i>	102,554	USA Weekend

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
FL	Panama City	<i>News Herald</i>	33,578	USA Weekend
FL	Pensacola	<i>News Journal</i>	75,526	USA Weekend
FL	Sebring	<i>Highlands Today</i>	20,445	USA Weekend
FL	St. Augustine	<i>Record</i>	18,837	USA Weekend
FL	Tallahassee	<i>Democrat</i>	63,761	USA Weekend
FL	The Villages	<i>Daily Sun</i>	30,268	USA Weekend
FL	Winter Haven	<i>News Chief</i>	9,387	USA Weekend
GA	Americus	<i>Times-Recorder</i>	4,980	Parade Magazine
GA	Atlanta	<i>Journal-Constitution</i>	561,405	Parade Magazine
GA	Columbus	<i>Ledger-Enquirer</i>	53,625	Parade Magazine
GA	Cordele	<i>Dispatch</i>	4,529	Parade Magazine
GA	Hinesville	<i>The Coastal Courier</i>	4,500	Parade Magazine
GA	Macon	<i>Telegraph</i>	76,784	Parade Magazine
GA	Moultrie	<i>Observer</i>	6,697	Parade Magazine
GA	Pooler	<i>The Pooler News</i>	15,000	Parade Magazine
GA	Rome	<i>News Tribune</i>	19,038	Parade Magazine
GA	Rincon	<i>Effingham Herald</i>	12,500	Parade Magazine
GA	Statesboro	<i>Herald</i>	7,779	Parade Magazine
GA	Thomasville	<i>Times-Enterprise</i>	9,510	Parade Magazine
GA	Tifton	<i>Gazette</i>	9,500	Parade Magazine
GA	Valdosta	<i>Daily Times</i>	18,278	Parade Magazine
GA	Albany	<i>Sunday</i>	25,969	USA Weekend
GA	Athens	<i>Banner-Herald</i>	31,159	USA Weekend
GA	Augusta	<i>Chronicle</i>	92,292	USA Weekend
GA	Canton	<i>Tribune</i>	5,554	USA Weekend
GA	Carrollton	<i>Times-Georgian</i>	8,427	USA Weekend
GA	Dalton	<i>Citizen</i>	12,244	USA Weekend
GA	Douglasville	<i>Douglas County Sentinel</i>	4,000	USA Weekend
GA	Dublin	<i>Courier Herald</i>	9,954	USA Weekend
GA	Gainesville	<i>Times</i>	20,392	USA Weekend
GA	Griffin	<i>News</i>	7,829	USA Weekend
GA	Jonesboro	<i>News Daily</i>	3,151	USA Weekend
GA	Lawrenceville-Conyers	<i>Sunday Citizen-Daily Post</i>	112,884	USA Weekend
GA	Marietta	<i>Journal</i>	17,653	USA Weekend
GA	McDonough	<i>Daily Herald</i>	3,015	USA Weekend
GA	Milledgeville	<i>Union-Recorder</i>	7,827	USA Weekend
GA	Newnan	<i>Times-Herald</i>	10,450	USA Weekend
GA	Savannah	<i>Morning News</i>	64,308	USA Weekend
HI	Honolulu	<i>Star-Bulletin</i>	60,984	Parade Magazine
HI	Wailuku	<i>Maui News</i>	26,547	Parade Magazine
HI	Hilo	<i>Tribune-Herald</i>	21,436	USA Weekend
HI	Honolulu	<i>Advertiser</i>	158,021	USA Weekend
HI	Kailua-Kona	<i>West Hawaii Today</i>	16,124	USA Weekend
HI	Lihue	<i>Garden Island</i>	9,316	USA Weekend
IA	Ames	<i>Tribune</i>	12,426	Parade Magazine
IA	Cedar Rapids	<i>Gazette</i>	75,616	Parade Magazine
IA	Davenport-Bettendorf	<i>Quad City Times</i>	67,931	Parade Magazine
IA	Fort Dodge	<i>Messenger</i>	18,856	Parade Magazine
IA	Marshalltown	<i>Times-Republican</i>	10,782	Parade Magazine
IA	Mason City	<i>Globe-Gazette</i>	22,915	Parade Magazine
IA	Waterloo	<i>Courier</i>	51,420	Parade Magazine
IA	Burlington	<i>Hawk Eye</i>	20,589	USA Weekend
IA	Clinton	<i>Herald</i>	11,866	USA Weekend
IA	Council Bluffs	<i>Nonpareil</i>	20,762	USA Weekend
IA	Des Moines	<i>Register</i>	240,912	USA Weekend
IA	Dubuque, IA/East Dubuque, IL	<i>Telegraph-Herald</i>	33,684	USA Weekend
IA	Iowa City	<i>Press-Citizen</i>	16,228	USA Weekend

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
IA	Muscatine	<i>Muscatine Journal</i>	7,554	USA Weekend
IA	Sioux City	<i>Journal</i>	42,313	USA Weekend
ID	Idaho Falls	<i>Post-Register</i>	26,290	Parade Magazine
ID	Lewiston-Clarkson	<i>Tribune</i>	25,602	Parade Magazine
ID	Nampa-Caldwell	<i>Idaho Press Tribune</i>	20,876	Parade Magazine
ID	Pocatello	<i>Idaho State Journal</i>	18,035	Parade Magazine
ID	Twin Falls	<i>Times-News</i>	23,281	Parade Magazine
ID	Boise	<i>Idaho Statesman</i>	86,388	USA Weekend
ID	Coeur D'Alene	<i>Press</i>	31,600	USA Weekend
ID	Rexburg	<i>Standard Journal</i>	4,900	USA Weekend
IL	Belleville	<i>News-Democrat</i>	65,847	Parade Magazine
IL	Bloomington	<i>Pantagraph</i>	50,019	Parade Magazine
IL	Carbondale	<i>Southern Illinoisan</i>	36,682	Parade Magazine
IL	Centralia-Central City	<i>Sentinel</i>	14,294	Parade Magazine
IL	Champaign	<i>News-Gazette</i>	45,826	Parade Magazine
IL	Chicago	<i>Tribune</i>	957,212	Parade Magazine
IL	Decatur	<i>Herald and Review</i>	44,359	Parade Magazine
IL	DeKalb	<i>Daily Chronicle</i>	10,567	Parade Magazine
IL	Freeport	<i>Journal-Standard</i>	13,183	Parade Magazine
IL	Galesburg	<i>Register-Mail</i>	13,693	Parade Magazine
IL	Peoria	<i>Journal-Star</i>	83,553	Parade Magazine
IL	Quincy	<i>Herald-Whig</i>	26,477	Parade Magazine
IL	Springfield	<i>State Journal-Register</i>	62,660	Parade Magazine
IL	Alton-East Alton-Wood River	<i>Telegraph</i>	26,710	USA Weekend
IL	Aurora	<i>Beacon News</i>	28,861	USA Weekend
IL	Benton	<i>News</i>	2,968	USA Weekend
IL	Charleston	<i>Times-Courier</i>	6,606	USA Weekend
IL	Chicago	<i>Sun-Times</i>	320,371	USA Weekend
IL	Chicago Suburban	<i>Herald</i>	149,371	USA Weekend
IL	Chicago Suburban	<i>Southtown</i>	52,927	USA Weekend
IL	Crystal Lake	<i>Northwest Herald</i>	39,757	USA Weekend
IL	Danville	<i>Commercial-News</i>	16,126	USA Weekend
IL	Du Quoin	<i>Evening Call</i>	3,648	USA Weekend
IL	Effingham	<i>Daily News</i>	12,407	USA Weekend
IL	Eldorado	<i>Journal</i>	1,100	USA Weekend
IL	Elgin	<i>Courier News</i>	13,320	USA Weekend
IL	Geneva	<i>Chronicle</i>	12,759	USA Weekend
IL	Harrisburg	<i>Register</i>	4,380	USA Weekend
IL	Jacksonville	<i>Journal-Courier</i>	13,955	USA Weekend
IL	Joliet	<i>Herald-News</i>	45,224	USA Weekend
IL	Kankakee	<i>The Daily Journal</i>	31,362	USA Weekend
IL	La Salle-Peru-Oglesby	<i>News Tribune</i>	17,475	USA Weekend
IL	Macomb	<i>Journal</i>	4,970	USA Weekend
IL	Marion	<i>Republican</i>	3,000	USA Weekend
IL	Mattoon	<i>Journal Gazette</i>	10,875	USA Weekend
IL	Morris	<i>Daily Herald</i>	6,870	USA Weekend
IL	Mount Vernon	<i>Register-News</i>	9,272	USA Weekend
IL	Naperville	<i>Sun</i>	16,237	USA Weekend
IL	Pekin	<i>Daily Times</i>	8,387	USA Weekend
IL	Pontiac	<i>Leader</i>	4,004	USA Weekend
IL	Rock Island-Moline-East Moline	<i>Argus-Dispatch</i>	44,363	USA Weekend
IL	Rockford	<i>Register Star</i>	72,469	USA Weekend
IL	Sterling-Rock Falls	<i>Sauk Valley</i>	19,785	USA Weekend
IL	Waukegan-North Chicago	<i>News Sun</i>	22,362	USA Weekend
IL	West Frankfort	<i>American</i>	2,490	USA Weekend
IN	Anderson	<i>Herald Bulletin</i>	23,993	Parade Magazine
IN	Bloomington-Bedford	<i>Times</i>	43,110	Parade Magazine

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
IN	Evansville	<i>Courier & Press</i>	88,888	Parade Magazine
IN	Fort Wayne	<i>Journal-Gazette</i>	121,475	Parade Magazine
IN	Goshen	<i>News</i>	15,663	Parade Magazine
IN	Kokomo	<i>Tribune</i>	22,005	Parade Magazine
IN	Logansport	<i>Pharos-Tribune</i>	9,490	Parade Magazine
IN	Munster	<i>Times</i>	91,125	Parade Magazine
IN	New Albany/Jeffersonville	<i>Evening News/Tribune</i>	13,790	Parade Magazine
IN	South Bend	<i>Tribune</i>	94,968	Parade Magazine
IN	Terre Haute	<i>Tribune-Star</i>	30,558	Parade Magazine
IN	Angola	<i>Herald-Republican</i>	4,645	USA Weekend
IN	Auburn	<i>Evening Star</i>	6,423	USA Weekend
IN	Bluffton	<i>News-Banner</i>	5,031	USA Weekend
IN	Columbus	<i>The Republic</i>	20,406	USA Weekend
IN	Connersville	<i>News Examiner</i>	6,569	USA Weekend
IN	Crawfordsville	<i>Journal Review</i>	8,240	USA Weekend
IN	Elkhart	<i>The Truth</i>	28,478	USA Weekend
IN	Frankfort	<i>Times</i>	5,919	USA Weekend
IN	Franklin	<i>Daily Journal</i>	17,052	USA Weekend
IN	Ft. Wayne	<i>Journal-Gazette/News-Sentinel</i>	28,521	USA Weekend
IN	Greenfield	<i>Daily Reporter</i>	10,152	USA Weekend
IN	Indianapolis	<i>Star</i>	347,217	USA Weekend
IN	Jasper	<i>Herald</i>	12,695	USA Weekend
IN	Kendallville	<i>News-Sun</i>	8,122	USA Weekend
IN	Lafayette-West Lafayette	<i>Journal and Courier</i>	36,202	USA Weekend
IN	Marion	<i>Chronicle Tribune</i>	19,252	USA Weekend
IN	Merriville	<i>Post-Tribune</i>	71,519	USA Weekend
IN	Michigan City	<i>News-Dispatch</i>	11,129	USA Weekend
IN	Monticello	<i>Herald Journal</i>	5,037	USA Weekend
IN	Muncie	<i>Star/Press</i>	34,314	USA Weekend
IN	New Castle	<i>Courier Times</i>	9,220	USA Weekend
IN	Peru	<i>Tribune</i>	6,224	USA Weekend
IN	Richmond	<i>Palladium-Item</i>	21,294	USA Weekend
IN	Seymour	<i>The Tribune</i>	8,369	USA Weekend
IN	Shelbyville	<i>News</i>	8,680	USA Weekend
IN	Vincennes	<i>Sun-Commercial</i>	11,435	USA Weekend
IN	Wabash	<i>Plain Dealer</i>	5,078	USA Weekend
IN	Warsaw	<i>Times-Union</i>	11,387	USA Weekend
KS	Great Bend	<i>Tribune</i>	6,249	Parade Magazine
KS	Manhattan	<i>The Manhattan Mercury</i>	12,121	Parade Magazine
KS	Wichita	<i>Eagle</i>	143,948	Parade Magazine
KS	Arkansas City	<i>Traveler</i>	4,500	USA Weekend
KS	Dodge City	<i>Globe</i>	7,504	USA Weekend
KS	Emporia	<i>Gazette</i>	7,924	USA Weekend
KS	Garden City	<i>Telegram</i>	8,985	USA Weekend
KS	Hays	<i>News</i>	13,731	USA Weekend
KS	Hutchinson	<i>News</i>	35,272	USA Weekend
KS	Kansas City	<i>Kansan</i>	3,744	USA Weekend
KS	Lawrence	<i>Journal-World</i>	19,128	USA Weekend
KS	Leavenworth	<i>Times</i>	5,278	USA Weekend
KS	Newton	<i>Kansan</i>	7,472	USA Weekend
KS	Pittsburg	<i>Sun</i>	8,104	USA Weekend
KS	Salina	<i>Journal</i>	28,592	USA Weekend
KS	Topeka	<i>Capital-Journal</i>	54,498	USA Weekend
KS	Winfield	<i>Courier</i>	4,365	USA Weekend
KY	Ashland	<i>Sunday Independent</i>	18,167	Parade Magazine
KY	Bowling Green	<i>News</i>	25,351	Parade Magazine
KY	Elizabethtown	<i>News-Enterprise</i>	20,045	Parade Magazine

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
KY	Glasgow	<i>Glasgow Daily Times</i>	9,398	Parade Magazine
KY	Henderson	<i>Gleaner</i>	11,513	Parade Magazine
KY	Lexington	<i>Herald-Leader</i>	141,019	Parade Magazine
KY	Somerset	<i>Commonwealth Journal</i>	9,372	Parade Magazine
KY	Harlan	<i>Daily Enterprise</i>	6,581	USA Weekend
KY	Hopkinsville	<i>New Era</i>	10,614	USA Weekend
KY	Louisville	<i>Courier-Journal</i>	271,920	USA Weekend
KY	Madisonville	<i>Messenger</i>	7,695	USA Weekend
KY	Maysville	<i>Ledger Independent</i>	8,562	USA Weekend
KY	Middlesboro	<i>Daily News</i>	6,435	USA Weekend
KY	Owensboro	<i>Messenger-Inquirer</i>	30,181	USA Weekend
KY	Paducah	<i>Sun</i>	26,255	USA Weekend
KY	Richmond	<i>Register</i>	6,543	USA Weekend
LA	Baton Rouge	<i>Advocate</i>	126,138	Parade Magazine
LA	Crowley	<i>Post Signal</i>	4,150	Parade Magazine
LA	Houma	<i>Daily Courier</i>	20,264	Parade Magazine
LA	LA State Newspaper Group	<i>Abbeville/Eunice/Vill</i>	12,258	Parade Magazine
LA	Lake Charles	<i>American Press</i>	40,602	Parade Magazine
LA	New Orleans	<i>Times-Picayune</i>	210,000	Parade Magazine
LA	Ruston	<i>Leader</i>	6,200	Parade Magazine
LA	Alexandria-Pineville	<i>Town Talk</i>	38,464	USA Weekend
LA	Bogalusa	<i>Daily News</i>	4,752	USA Weekend
LA	Hammond	<i>Sunday Star</i>	13,055	USA Weekend
LA	Lafayette	<i>Advertiser</i>	54,698	USA Weekend
LA	Monroe	<i>News-Star</i>	38,942	USA Weekend
LA	New Iberia	<i>Daily Iberian Sunday</i>	14,976	USA Weekend
LA	Opelousas	<i>World</i>	10,710	USA Weekend
LA	Shreveport	<i>Times</i>	71,995	USA Weekend
LA	Thibodaux	<i>Comet</i>	10,858	USA Weekend
MA	Boston	<i>Globe</i>	604,068	Parade Magazine
MA	Cape Cod	<i>Sunday Cape Cod Times</i>	49,574	Parade Magazine
MA	New Bedford	<i>Standard-Times</i>	34,217	Parade Magazine
MA	Springfield	<i>Sunday Republican</i>	125,864	Parade Magazine
MA	Worcester	<i>Sunday Telegram</i>	109,419	Parade Magazine
MA	Attleboro-North Attleboro	<i>Sun Chronicle</i>	18,816	USA Weekend
MA	Boston	<i>Herald</i>	122,707	USA Weekend
MA	Brockton	<i>Enterprise</i>	38,535	USA Weekend
MA	Fall River	<i>Herald News</i>	21,127	USA Weekend
MA	Fitchburg-Leominster	<i>Sentinel & Enterprise</i>	17,781	USA Weekend
MA	Framingham	<i>Metrowest Daily News</i>	29,876	USA Weekend
MA	Gloucester-Newburyport-Salem	<i>Essex County Newspapers</i>	53,770	USA Weekend
MA	Greenfield	<i>Recorder</i>	13,746	USA Weekend
MA	Lowell	<i>Sun</i>	50,096	USA Weekend
MA	North Adams	<i>Transcript</i>	7,255	USA Weekend
MA	North Andover	<i>Eagle-Tribune</i>	50,341	USA Weekend
MA	Northampton	<i>Hampshire Gazette</i>	18,933	USA Weekend
MA	Pittsfield	<i>Eagle</i>	30,170	USA Weekend
MA	Quincy	<i>Patriot Ledger</i>	66,256	USA Weekend
MA	Taunton	<i>Gazette</i>	8,791	USA Weekend
MD	Baltimore	<i>Sun</i>	401,918	Parade Magazine
MD	Cumberland	<i>Times-News</i>	31,232	Parade Magazine
MD	Hagerstown	<i>Herald/Mail</i>	39,041	Parade Magazine
MD	Annapolis	<i>Capital</i>	45,217	USA Weekend
MD	Baltimore	<i>Baltimore Examiner</i>	248,769	USA Weekend
MD	Easton	<i>Star-Democrat</i>	17,625	USA Weekend
MD	Frederick	<i>News-Post</i>	38,272	USA Weekend
MD	Salisbury	<i>Times</i>	29,275	USA Weekend

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
MD	Westminster	<i>Carroll County Times</i>	27,155	USA Weekend
ME	Portland	<i>Telegram</i>	106,746	Parade Magazine
ME	Augusta-Waterville	<i>Kennebec Journal-Morning Sentinel</i>	31,290	USA Weekend
ME	Bangor	<i>News</i>	64,983	USA Weekend
ME	Biddeford	<i>Journal-Tribune</i>	7,002	USA Weekend
ME	Lewiston-Auburn	<i>Sun-Journal</i>	33,679	USA Weekend
MI	Ann Arbor	<i>News</i>	62,412	Parade Magazine
MI	Bay City	<i>Times</i>	41,996	Parade Magazine
MI	Dearborn	<i>Press & Guide</i>	16,502	Parade Magazine
MI	Flint	<i>Jounal</i>	101,277	Parade Magazine
MI	Grand Rapids	<i>Press</i>	182,810	Parade Magazine
MI	Huron	<i>Daily Tribune</i>	7,335	Parade Magazine
MI	Jackson	<i>Citizen Patriot</i>	37,541	Parade Magazine
MI	Kalamazoo	<i>Gazette</i>	70,694	Parade Magazine
MI	Lapeer	<i>The County Press</i>	12,611	Parade Magazine
MI	Marquette	<i>Mining Journal</i>	16,682	Parade Magazine
MI	Midland	<i>Daily News</i>	17,564	Parade Magazine
MI	Monroe	<i>News</i>	24,059	Parade Magazine
MI	Mount Clemens	<i>Macomb Daily</i>	64,061	Parade Magazine
MI	Mount Pleasant	<i>Morning Sun</i>	12,428	Parade Magazine
MI	Muskegon	<i>Chronicle</i>	47,709	Parade Magazine
MI	Pontiac	<i>The Oakland Press</i>	76,202	Parade Magazine
MI	Royal Oak	<i>Tribune</i>	12,602	Parade Magazine
MI	Saginaw	<i>News</i>	54,095	Parade Magazine
MI	Southgate	<i>News Herald</i>	50,637	Parade Magazine
MI	Traverse City	<i>Record-Eagle</i>	34,967	Parade Magazine
MI	Adrian	<i>Telegram</i>	15,986	USA Weekend
MI	Alpena	<i>News</i>	10,898	USA Weekend
MI	Battle Creek	<i>Enquirer</i>	23,522	USA Weekend
MI	Benton Harbor-St. Joseph	<i>Herald-Palladium</i>	24,083	USA Weekend
MI	Big Rapids-Manistee	<i>Pioneer-News Advocate</i>	8,985	USA Weekend
MI	Cadillac	<i>News</i>	11,850	USA Weekend
MI	Detroit	<i>News and Free Press</i>	669,300	USA Weekend
MI	Escanaba	<i>Press</i>	9,690	USA Weekend
MI	Grand Haven	<i>Tribune</i>	9,388	USA Weekend
MI	Greenville	<i>News</i>	8,828	USA Weekend
MI	Hillsdale	<i>News</i>	6,680	USA Weekend
MI	Holland	<i>Sentinel</i>	18,471	USA Weekend
MI	Houghton	<i>Mining Gazette</i>	9,322	USA Weekend
MI	Howell	<i>Livingston County Daily Press and Argus</i>	16,306	USA Weekend
MI	Iron Mountain-Kingsford	<i>News</i>	9,376	USA Weekend
MI	Lansing-East Lansing	<i>State Journal</i>	87,293	USA Weekend
MI	Owosso	<i>Argus-Press</i>	9,929	USA Weekend
MI	Port Huron	<i>Times-Herald</i>	29,309	USA Weekend
MN	Albert Lea	<i>Tribune</i>	7,071	Parade Magazine
MN	Austin	<i>Herald</i>	5,625	Parade Magazine
MN	Bemidji	<i>Pioneer</i>	10,470	Parade Magazine
MN	Duluth	<i>News-Tribune</i>	64,398	Parade Magazine
MN	Faribault	<i>News</i>	6,158	Parade Magazine
MN	Mankato - N. Mankato	<i>Free Press</i>	21,922	Parade Magazine
MN	New Ulm	<i>Journal</i>	8,984	Parade Magazine
MN	Northfield	<i>News</i>	5,086	Parade Magazine
MN	Owatonna	<i>People's Press</i>	7,522	Parade Magazine
MN	Red Wing	<i>Republican Eagle</i>	6,837	Parade Magazine
MN	St. Paul	<i>Pioneer Press</i>	251,565	Parade Magazine
MN	West Central	<i>Tibune</i>	16,825	Parade Magazine
MN	Winona	<i>News</i>	12,430	Parade Magazine

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
MN	Worthington	<i>Daily Globe</i>	9,109	Parade Magazine
MN	Brainerd	<i>Daily Dispatch</i>	17,076	USA Weekend
MN	Fairmont	<i>Sentinel</i>	6,901	USA Weekend
MN	Fergus Falls	<i>Journal</i>	7,464	USA Weekend
MN	Marshall	<i>Independent</i>	7,499	USA Weekend
MN	Minneapolis-St. Paul	<i>Star Tribune</i>	606,495	USA Weekend
MN	Rochester	<i>Post-Bulletin</i>	47,165	USA Weekend
MN	St. Cloud	<i>Times</i>	36,666	USA Weekend
MN	Stillwater	<i>Gazette</i>	2,181	USA Weekend
MN	Virginia	<i>Mesabi Daily News</i>	11,313	USA Weekend
MN	Willmar	<i>West Central Tribune</i>	16,194	USA Weekend
MO	Cape Girardeau	<i>Southern Missourian</i>	19,661	Parade Magazine
MO	Columbia	<i>Missourian</i>	4,805	Parade Magazine
MO	Dexter	<i>Daily Statesman</i>	3,482	Parade Magazine
MO	Jefferson City	<i>News & Tribune</i>	23,581	Parade Magazine
MO	Joplin	<i>Globe</i>	36,468	Parade Magazine
MO	Kansas City	<i>Star</i>	367,712	Parade Magazine
MO	Kennett	<i>Daily Dunkin Democrat</i>	3,882	Parade Magazine
MO	Nevada	<i>Sunday Journal</i>	6,000	Parade Magazine
MO	Park Hills	<i>Daily Journal</i>	8,887	Parade Magazine
MO	Poplar Bluff	<i>Daily American</i>	12,831	Parade Magazine
MO	Sikeston	<i>Standard Democrat</i>	6,992	Parade Magazine
MO	St. Joseph	<i>News-Press</i>	37,772	Parade Magazine
MO	St. Louis	<i>Post-Dispatch</i>	423,291	Parade Magazine
MO	Columbia	<i>Tribune</i>	18,528	USA Weekend
MO	Hannibal	<i>Courier-Post</i>	7,756	USA Weekend
MO	Independence-Blue Springs	<i>Examiner</i>	13,776	USA Weekend
MO	Sedalia	<i>Democrat</i>	11,306	USA Weekend
MO	Springfield	<i>News-Leader</i>	86,675	USA Weekend
MS	Biloxi	<i>Sun Herald</i>	49,177	Parade Magazine
MS	Brookhaven	<i>Leader</i>	6,823	Parade Magazine
MS	Columbus	<i>Commercial Dispatch</i>	14,512	Parade Magazine
MS	Greenwood	<i>Commonwealth</i>	7,659	Parade Magazine
MS	Laurel	<i>Leader-Call</i>	7,657	Parade Magazine
MS	McComb	<i>Enterprise-Journal</i>	12,620	Parade Magazine
MS	Meridian	<i>Star</i>	16,268	Parade Magazine
MS	Pascagoula	<i>Mississippi Press</i>	15,913	Parade Magazine
MS	Picayune	<i>Picayune Item</i>	6,290	Parade Magazine
MS	Tupelo	<i>Northeast Mississippi Journal</i>	36,499	Parade Magazine
MS	Vicksburg	<i>Post</i>	14,788	Parade Magazine
MS	Clarksdale	<i>Press Register</i>	4,875	USA Weekend
MS	Corinth	<i>Corinthian</i>	6,629	USA Weekend
MS	Greenville	<i>Delta Democrat-Times</i>	10,167	USA Weekend
MS	Hattiesburg	<i>American</i>	23,949	USA Weekend
MS	Jackson	<i>Clarion-Ledger</i>	105,532	USA Weekend
MS	Natchez	<i>Democrat Sunday</i>	8,280	USA Weekend
MT	Billings	<i>Gazette</i>	52,387	Parade Magazine
MT	Bozeman	<i>Chronicle</i>	17,573	Parade Magazine
MT	Butte-Anaconda	<i>Montana Standard</i>	14,704	Parade Magazine
MT	Helena	<i>Independent-Record</i>	14,560	Parade Magazine
MT	Kalispell	<i>Daily Inter Lake</i>	16,974	Parade Magazine
MT	Missoula	<i>Missoulian</i>	34,414	Parade Magazine
MT	Great Falls	<i>Tribune</i>	35,158	USA Weekend
NC	Charlotte	<i>Observer</i>	274,125	Parade Magazine
NC	Elizabeth City	<i>Daily Advance</i>	10,248	Parade Magazine
NC	Fayetteville	<i>Observer-Times</i>	73,314	Parade Magazine
NC	Greensboro	<i>News & Record</i>	108,848	Parade Magazine

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
NC	Greenville	<i>Reflector</i>	22,822	Parade Magazine
NC	Hendersonville	<i>Times-News</i>	18,884	Parade Magazine
NC	Lumberton	<i>The Robesonian</i>	14,935	Parade Magazine
NC	Raleigh	<i>News and Observer</i>	213,878	Parade Magazine
NC	Richmond County	<i>Daily Journal</i>	8,151	Parade Magazine
NC	Rocky Mount	<i>Telegram</i>	16,697	Parade Magazine
NC	Sampson	<i>Independent</i>	8,662	Parade Magazine
NC	Wilmington	<i>Star, Star-News</i>	58,807	Parade Magazine
NC	Winston-Salem	<i>Journal</i>	94,178	Parade Magazine
NC	Asheboro	<i>Courier-Tribune</i>	15,082	USA Weekend
NC	Asheville	<i>Citizen-Times</i>	60,101	USA Weekend
NC	Burlington	<i>Times-News</i>	27,200	USA Weekend
NC	Concord-Kannapolis	<i>Independent Tribune</i>	19,742	USA Weekend
NC	Durham	<i>Herald-Sun</i>	45,114	USA Weekend
NC	Eden	<i>Daily News</i>	3,388	USA Weekend
NC	Forest City	<i>The Daily Courier</i>	8,041	USA Weekend
NC	Gastonia	<i>Gaston Gazette</i>	32,017	USA Weekend
NC	Goldsboro	<i>News-Argus</i>	22,963	USA Weekend
NC	Henderson	<i>Dispatch</i>	7,477	USA Weekend
NC	Hickory	<i>Record</i>	24,125	USA Weekend
NC	High Point	<i>Enterprise</i>	24,733	USA Weekend
NC	Jacksonville	<i>News</i>	20,890	USA Weekend
NC	Kinston	<i>Free Press</i>	12,094	USA Weekend
NC	Lenoir	<i>News-Topic</i>	8,352	USA Weekend
NC	Lexington	<i>Dispatch</i>	11,448	USA Weekend
NC	Monroe	<i>Enquirer-Journal</i>	8,703	USA Weekend
NC	Morganton	<i>News-Herald</i>	11,806	USA Weekend
NC	Mount Airy	<i>News</i>	11,017	USA Weekend
NC	New Bern	<i>Sun-Journal</i>	16,315	USA Weekend
NC	Reidsville	<i>Review</i>	5,054	USA Weekend
NC	Roanoke Rapids	<i>Herald</i>	11,638	USA Weekend
NC	Salisbury-Spencer-East Spencer	<i>Salisbury Post</i>	22,585	USA Weekend
NC	Sanford	<i>Herald</i>	9,454	USA Weekend
NC	Shelby	<i>Star</i>	13,866	USA Weekend
NC	Statesville	<i>Record & Landmark</i>	17,812	USA Weekend
NC	Washington	<i>News</i>	9,027	USA Weekend
NC	Wilson	<i>Daily Times</i>	16,290	USA Weekend
ND	Dickinson	<i>Press</i>	6,322	Parade Magazine
ND	Fargo	<i>Forum</i>	60,203	Parade Magazine
ND	Jamestown	<i>Sun</i>	6,715	Parade Magazine
ND	Minot	<i>News</i>	20,580	Parade Magazine
ND	Bismarck	<i>Tribune</i>	30,948	USA Weekend
ND	Grand Forks	<i>Herald</i>	30,992	USA Weekend
NE	Omaha	<i>World-Herald</i>	231,115	Parade Magazine
NE	Scottsbluff	<i>Star-Herald</i>	15,577	Parade Magazine
NE	Beatrice	<i>Daily Sun</i>	7,604	USA Weekend
NE	Columbus	<i>Telegram</i>	9,845	USA Weekend
NE	Fremont	<i>Tribune</i>	8,167	USA Weekend
NE	Grand Island	<i>Independent</i>	22,888	USA Weekend
NE	Kearney	<i>Hub</i>	12,456	USA Weekend
NE	Lincoln	<i>Journal-Star</i>	82,543	USA Weekend
NE	Norfolk	<i>News</i>	16,969	USA Weekend
NE	North Platte	<i>Telegraph</i>	12,639	USA Weekend
NE	York	<i>News Times</i>	4,411	USA Weekend
NH	Manchester	<i>Sunday News</i>	74,315	Parade Magazine
NH	Portsmouth	<i>Herald</i>	17,035	Parade Magazine
NH	Concord	<i>Monitor</i>	21,965	USA Weekend

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
NH	Dover	<i>Foster's Daily Democrat & Sunday Citizen</i>	24,730	USA Weekend
NH	Keene	<i>Sentinel</i>	12,529	USA Weekend
NH	Lebanon-Hanover	<i>Valley News</i>	16,595	USA Weekend
NH	Nashua	<i>Telegraph</i>	31,552	USA Weekend
NJ	Atlantic City	<i>The Press of Atlantic City</i>	82,768	Parade Magazine
NJ	Bergen, Passaic	<i>Record & Herald News</i>	205,084	Parade Magazine
NJ	Kinnelon	<i>Suburban Trends</i>	10,000	Parade Magazine
NJ	Newark	<i>Star-Ledger</i>	599,628	Parade Magazine
NJ	Salem	<i>Today's Sunbeam</i>	9,902	Parade Magazine
NJ	Trenton	<i>Times</i>	67,782	Parade Magazine
NJ	Willingboro	<i>Burlington County Times</i>	37,814	Parade Magazine
NJ	Woodbury	<i>Gloucester County Times</i>	26,118	Parade Magazine
NJ	Atlantic City	<i>Press</i>	82,768	USA Weekend
NJ	Bridgewater	<i>Courier-News</i>	37,022	USA Weekend
NJ	Cherry Hill-Camden	<i>Courier-Post</i>	85,144	USA Weekend
NJ	East Brunswick	<i>Home News and Tribune</i>	59,691	USA Weekend
NJ	Jersey City	<i>Journal</i>	25,958	USA Weekend
NJ	Morristown-Parsippany	<i>Record</i>	42,445	USA Weekend
NJ	Neptune	<i>Asbury Park Press</i>	199,723	USA Weekend
NJ	Newton	<i>Herald</i>	20,519	USA Weekend
NJ	Tom's River	<i>Ocean County Observer</i>	6,693	USA Weekend
NJ	Trenton	<i>Trentonian</i>	30,844	USA Weekend
NM	Albuquerque	<i>Sunday Journal</i>	148,781	Parade Magazine
NM	Hobbs	<i>News-Sun</i>	10,073	Parade Magazine
NM	Santa Fe	<i>New Mexican</i>	26,739	Parade Magazine
NM	Alamagordo	<i>Daily Times</i>	7,794	USA Weekend
NM	Albuquerque	<i>Journal</i>	107,480	USA Weekend
NM	Carlsbad	<i>Current-Argus</i>	7,570	USA Weekend
NM	Clovis	<i>News Journal</i>	8,186	USA Weekend
NM	Farmington	<i>Times</i>	19,465	USA Weekend
NM	Gallup	<i>Independent</i>	17,625	USA Weekend
NM	Las Cruces	<i>Sun-News</i>	25,031	USA Weekend
NM	Portales	<i>News-Tribune</i>	2,955	USA Weekend
NM	Roswell	<i>Record</i>	11,134	USA Weekend
NV	Carson City	<i>Nevada Appeal</i>	21,332	Parade Magazine
NV	Lahton	<i>Valley News & Fallon Eagle</i>	4,636	Parade Magazine
NV	Las Vegas	<i>Review-Journal & Sun</i>	219,228	Parade Magazine
NV	Sparks	<i>Tribune</i>	6,050	Parade Magazine
NV	Elko	<i>Elko Daily Free Press</i>	6,684	USA Weekend
NV	Las Vegas	<i>Review -Journal</i>	219,228	USA Weekend
NV	Reno	<i>Gazette-Journal</i>	76,110	USA Weekend
NY	Albany	<i>Times Union</i>	133,787	Parade Magazine
NY	Auburn	<i>Citizen</i>	13,895	Parade Magazine
NY	Buffalo	<i>News</i>	273,177	Parade Magazine
NY	Canandaigua	<i>Messenger</i>	13,434	Parade Magazine
NY	Corning	<i>Leader</i>	11,803	Parade Magazine
NY	Geneva	<i>Finger Lakes Times</i>	18,470	Parade Magazine
NY	Gloversville	<i>Leader-Herald</i>	11,281	Parade Magazine
NY	Hornell	<i>Tribune</i>	9,975	Parade Magazine
NY	Middletown	<i>Record</i>	86,519	Parade Magazine
NY	New York	<i>Post</i>	413,763	Parade Magazine
NY	Ogdensburg	<i>Advance News</i>	9,910	Parade Magazine
NY	Oneonta	<i>Daily Star</i>	16,229	Parade Magazine
NY	Plattsburgh	<i>Press-Republican</i>	20,557	Parade Magazine
NY	Staten Island	<i>Staten Island Advance</i>	76,795	Parade Magazine
NY	Syracuse	<i>Post-Standard</i>	168,393	Parade Magazine
NY	Batavia	<i>Daily News</i>	14,226	USA Weekend

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
NY	Binghamton	<i>Press & Sun-Bulletin</i>	65,821	USA Weekend
NY	Catskill	<i>Daily Mail</i>	2,773	USA Weekend
NY	Dunkirk-Fredonia	<i>Observer</i>	10,027	USA Weekend
NY	Elmira	<i>Star-Gazette</i>	35,472	USA Weekend
NY	Glens Falls	<i>Post-Star</i>	34,460	USA Weekend
NY	Hudson	<i>Register Star</i>	5,251	USA Weekend
NY	Ithaca	<i>Journal</i>	20,882	USA Weekend
NY	Jamestown	<i>Post-Journal</i>	18,360	USA Weekend
NY	Kingston	<i>Freeman</i>	19,993	USA Weekend
NY	Long Island	<i>Newsday</i>	488,825	USA Weekend
NY	Medina	<i>Journal-Register</i>	2,829	USA Weekend
NY	New York City	<i>Daily News</i>	795,073	USA Weekend
NY	Niagara Falls	<i>Niagara Sunday</i>	35,656	USA Weekend
NY	Olean	<i>Times Herald</i>	14,925	USA Weekend
NY	Oneida	<i>Dispatch</i>	6,770	USA Weekend
NY	Oswego	<i>Palladium-Times</i>	6,000	USA Weekend
NY	Poughkeepsie	<i>Journal</i>	47,025	USA Weekend
NY	Rochester	<i>Democrat & Chronicle</i>	219,660	USA Weekend
NY	Saranac Lake	<i>Adirondack Enterprise</i>	4,763	USA Weekend
NY	Saratoga Springs	<i>Saratogian</i>	10,638	USA Weekend
NY	Schenectady	<i>Gazette</i>	48,485	USA Weekend
NY	Troy	<i>Record</i>	17,389	USA Weekend
NY	Utica	<i>Observer-Dispatch</i>	48,534	USA Weekend
NY	Watertown	<i>Times</i>	31,613	USA Weekend
NY	White Plains	<i>Journal News</i>	144,231	USA Weekend
OH	Akron	<i>Beacon Journal</i>	170,870	Parade Magazine
OH	Cambridge	<i>Jeffersonian</i>	13,075	Parade Magazine
OH	Canton	<i>Repository</i>	83,961	Parade Magazine
OH	Cleveland	<i>Plain Dealer</i>	450,875	Parade Magazine
OH	Dayton	<i>Daily News</i>	168,645	Parade Magazine
OH	East Liverpool	<i>Review</i>	8,738	Parade Magazine
OH	Elyria	<i>Chronicle-Telegram</i>	24,688	Parade Magazine
OH	Hamilton	<i>Journal-News</i>	22,735	Parade Magazine
OH	Ironton	<i>Ironton Tribune</i>	6,167	Parade Magazine
OH	Middletown	<i>Journal</i>	19,791	Parade Magazine
OH	New Philadelphia	<i>Times Reporter</i>	23,271	Parade Magazine
OH	Portsmouth	<i>Daily Times</i>	11,631	Parade Magazine
OH	Salem	<i>News</i>	5,863	Parade Magazine
OH	Springfield	<i>Springfield News Sun</i>	32,146	Parade Magazine
OH	Toledo	<i>Blade</i>	167,686	Parade Magazine
OH	Youngstown	<i>Vindicator</i>	85,261	Parade Magazine
OH	Ashtabula	<i>Star-Beacon</i>	18,463	USA Weekend
OH	Athens	<i>Messenger</i>	11,375	USA Weekend
OH	Beavercreek	<i>News Current</i>	584	USA Weekend
OH	Belmont County	<i>Times Leader</i>	18,842	USA Weekend
OH	Bowling Green	<i>Sentinel-Tribune</i>	11,491	USA Weekend
OH	Bryan	<i>Times</i>	10,186	USA Weekend
OH	Bucyrus	<i>Telegraph-Forum</i>	6,321	USA Weekend
OH	Chillicothe	<i>Gazette</i>	14,199	USA Weekend
OH	Cincinnati	<i>Enquirer</i>	293,151	USA Weekend
OH	Circleville	<i>Herald</i>	6,690	USA Weekend
OH	Columbus	<i>Dispatch</i>	346,806	USA Weekend
OH	Coshocton	<i>Tribune</i>	6,781	USA Weekend
OH	Defiance	<i>Crescent-News</i>	18,734	USA Weekend
OH	Fairborn	<i>Daily Herald</i>	3,457	USA Weekend
OH	Findlay	<i>Courier</i>	21,936	USA Weekend
OH	Fostoria	<i>Review-Times</i>	3,632	USA Weekend

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
OH	Fremont	<i>News-Messenger</i>	13,121	USA Weekend
OH	Gallipolis -- Point Pleasant	<i>Register (WV)</i>	3,886	USA Weekend
OH	Gallipolis -- Point Pleasant	<i>Times-Sentinel Sunday (OH)</i>	9,276	USA Weekend
OH	Greenville	<i>Advocate</i>	6,000	USA Weekend
OH	Hillsboro	<i>Times-Gazette</i>	4,667	USA Weekend
OH	Lake County	<i>News-Herald</i>	50,087	USA Weekend
OH	Lancaster	<i>Eagle-Gazette</i>	14,082	USA Weekend
OH	Lima	<i>News</i>	40,862	USA Weekend
OH	Lisbon	<i>Journal</i>	11,302	USA Weekend
OH	Logan	<i>News</i>	4,184	USA Weekend
OH	Lorain	<i>Journal</i>	29,933	USA Weekend
OH	Mansfield	<i>News Journal</i>	28,402	USA Weekend
OH	Marietta	<i>Times</i>	11,919	USA Weekend
OH	Marion	<i>Star</i>	12,812	USA Weekend
OH	Medina	<i>Gazette</i>	14,865	USA Weekend
OH	Newark	<i>Advocate</i>	20,847	USA Weekend
OH	Norwalk	<i>Reflector</i>	9,011	USA Weekend
OH	Piqua	<i>Call</i>	6,123	USA Weekend
OH	Port Clinton	<i>News-Herald</i>	5,583	USA Weekend
OH	Portage County-Kent-Ravenna	<i>Record Courier</i>	18,738	USA Weekend
OH	Sandusky	<i>Register</i>	22,220	USA Weekend
OH	Sidney	<i>Daily News</i>	12,925	USA Weekend
OH	Steubenville-Weirton	<i>Herald-Star & Times</i>	23,287	USA Weekend
OH	Tiffin	<i>Advertiser-Tribune</i>	10,681	USA Weekend
OH	Troy	<i>Miami Valley News</i>	10,465	USA Weekend
OH	Urbana	<i>Citizen</i>	5,591	USA Weekend
OH	Van Wert	<i>Times-Bulletin</i>	4,674	USA Weekend
OH	Warren	<i>Tribune Chronicle</i>	36,565	USA Weekend
OH	Washington Court House	<i>Record-Herald</i>	5,125	USA Weekend
OH	Wilmington	<i>News-Journal</i>	6,784	USA Weekend
OH	Wooster	<i>Record</i>	22,272	USA Weekend
OH	Xenia	<i>Gazette</i>	5,983	USA Weekend
OH	Zanesville	<i>Times Recorder</i>	18,691	USA Weekend
OK	Oklahoma City	<i>Oklahoman</i>	287,505	Parade Magazine
OK	Altus	<i>Times</i>	4,800	USA Weekend
OK	Ardmore	<i>The Daily Ardmore Sunday</i>	11,604	USA Weekend
OK	Bartlesville	<i>Examiner-Enterprise</i>	12,745	USA Weekend
OK	Durant	<i>Daily Democrat</i>	7,051	USA Weekend
OK	Enid	<i>News & Eagle</i>	18,652	USA Weekend
OK	Lawton	<i>Sunday Constitution</i>	24,484	USA Weekend
OK	Mc Alester	<i>News-Capitol & Democrat</i>	9,977	USA Weekend
OK	Muskogee	<i>Phoenix & Times Democrat</i>	17,332	USA Weekend
OK	Norman	<i>Transcript</i>	15,862	USA Weekend
OK	Shawnee	<i>News-Star</i>	10,298	USA Weekend
OK	Stillwater	<i>News-Press</i>	9,210	USA Weekend
OK	Tulsa	<i>Tulsa World</i>	177,652	USA Weekend
OR	Bend	<i>Bulletin</i>	30,502	Parade Magazine
OR	Eugene	<i>Register-Guard</i>	74,583	Parade Magazine
OR	Klamath Falls	<i>Herald & News</i>	16,283	Parade Magazine
OR	Medford	<i>Mail Tribune</i>	32,410	Parade Magazine
OR	Ontario	<i>Argus Observer</i>	7,739	Parade Magazine
OR	Pendleton	<i>East Oregonian</i>	9,729	Parade Magazine
OR	Portland	<i>Oregonian</i>	384,729	Parade Magazine
OR	Roseburg	<i>News-Review</i>	19,502	Parade Magazine
OR	Albany/Corvallis	<i>Democrat-Herald/Gazette-Times</i>	30,617	USA Weekend
OR	Coos Bay-North Bend	<i>World</i>	12,913	USA Weekend
OR	Grant's Pass	<i>Courier</i>	16,003	USA Weekend

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
OR	Salem	<i>Statesman-Journal</i>	59,946	USA Weekend
PA	Allentown	<i>Morning Call</i>	150,936	Parade Magazine
PA	Doylestown	<i>The Intelligencer Record</i>	47,829	Parade Magazine
PA	DuBois	<i>Tri-County Sunday</i>	14,940	Parade Magazine
PA	Erie	<i>Times-News</i>	81,057	Parade Magazine
PA	Harrisburg	<i>Patriot-News</i>	148,301	Parade Magazine
PA	Johnstown	<i>Tribune-Democrat</i>	44,629	Parade Magazine
PA	Lancaster	<i>Sunday News</i>	101,028	Parade Magazine
PA	Levittown	<i>Bucks County Courier Times</i>	67,778	Parade Magazine
PA	Philadelphia	<i>Inquirer</i>	705,965	Parade Magazine
PA	Pittsburgh	<i>Post Gazette</i>	373,980	Parade Magazine
PA	Reading	<i>Eagle</i>	84,730	Parade Magazine
PA	Sayre	<i>Morning Times</i>	6,001	Parade Magazine
PA	Sharon	<i>The Herald</i>	20,930	Parade Magazine
PA	State College- Bellefonte	<i>Centre Daily Times</i>	33,655	Parade Magazine
PA	Stroudsburg	<i>Pocono Record</i>	25,034	Parade Magazine
PA	Sunbury	<i>Item</i>	25,567	Parade Magazine
PA	Uniontown	<i>Herald-Standard</i>	27,558	Parade Magazine
PA	Wilkes-Barre	<i>Times Leader</i>	53,862	Parade Magazine
PA	Williamsport	<i>Sun-Gazette</i>	32,761	Parade Magazine
PA	Altoona	<i>Mirror</i>	38,734	USA Weekend
PA	Beaver	<i>County Times</i>	48,492	USA Weekend
PA	Bloomsburg	<i>Press-Enterprise</i>	21,269	USA Weekend
PA	Bradford	<i>Era</i>	10,542	USA Weekend
PA	Butler	<i>Eagle</i>	29,265	USA Weekend
PA	Carlisle	<i>Sentinel</i>	14,921	USA Weekend
PA	Chambersburg	<i>Public Opinion</i>	20,582	USA Weekend
PA	Clearfield	<i>The Progress</i>	11,755	USA Weekend
PA	Delaware County	<i>Times</i>	41,308	USA Weekend
PA	Easton	<i>Express-Times</i>	48,692	USA Weekend
PA	Greensburg	<i>Tribune-Review</i>	157,981	USA Weekend
PA	Hanover	<i>Sun</i>	21,286	USA Weekend
PA	Hazleton	<i>Standard-Speaker</i>	20,434	USA Weekend
PA	Indiana	<i>Gazette</i>	14,279	USA Weekend
PA	Lebanon	<i>News</i>	20,318	USA Weekend
PA	Lehighton	<i>Times News</i>	13,585	USA Weekend
PA	Lewistown	<i>Sentinel</i>	13,558	USA Weekend
PA	Lock Haven	<i>Express</i>	9,411	USA Weekend
PA	McKeesport-Duquesne-Clairton	<i>Daily News</i>	17,352	USA Weekend
PA	Meadville	<i>Tribune</i>	13,790	USA Weekend
PA	New Castle	<i>News</i>	17,406	USA Weekend
PA	New Kensington	<i>Valley News Dispatch</i>	28,928	USA Weekend
PA	Norristown-Lansdale	<i>Reporter</i>	14,078	USA Weekend
PA	Norristown-Lansdale	<i>Times Herald</i>	12,636	USA Weekend
PA	Phoenixville	<i>Phoenix</i>	3,039	USA Weekend
PA	Pottstown	<i>Mercury</i>	24,841	USA Weekend
PA	Pottsville	<i>Republican & Herald</i>	36,917	USA Weekend
PA	Scranton	<i>Sunday Times</i>	71,030	USA Weekend
PA	Somerset	<i>Daily American</i>	14,143	USA Weekend
PA	Towanda	<i>Sunday Review</i>	9,530	USA Weekend
PA	Warren	<i>Times-Observer</i>	10,728	USA Weekend
PA	Washington	<i>Observer-Reporter</i>	35,777	USA Weekend
PA	West Chester	<i>Daily Local News</i>	27,416	USA Weekend
PA	Wilkes-Barre	<i>Voice</i>	30,998	USA Weekend
PA	York	<i>Record</i>	90,651	USA Weekend
RI	Providence	<i>Journal</i>	218,388	Parade Magazine
RI	Newport	<i>The Daily News</i>	11,873	USA Weekend

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
RI	Pawtucket-Central Falls	<i>Times</i>	8,960	USA Weekend
RI	West Warwick	<i>Kent County Daily Times</i>	3,285	USA Weekend
RI	Westerly	<i>Sun</i>	8,801	USA Weekend
RI	Woonsocket	<i>Call</i>	15,319	USA Weekend
SC	Anderson	<i>Independent-Mail</i>	41,048	Parade Magazine
SC	Beaufort	<i>Gazette</i>	11,505	Parade Magazine
SC	Charleston	<i>Post and Courier</i>	111,273	Parade Magazine
SC	Columbia	<i>State</i>	140,362	Parade Magazine
SC	Greenwood	<i>Index-Journal</i>	15,141	Parade Magazine
SC	Hilton Head Island	<i>Island Packet</i>	20,744	Parade Magazine
SC	Myrtle Beach	<i>Sun News</i>	62,050	Parade Magazine
SC	Spartanburg	<i>Herald-Journal</i>	55,082	Parade Magazine
SC	Sumter	<i>Item</i>	19,769	Parade Magazine
SC	Aiken	<i>Standard</i>	15,725	USA Weekend
SC	Bluffton	<i>Today</i>	16,439	USA Weekend
SC	Florence	<i>News</i>	34,383	USA Weekend
SC	Greenville	<i>News</i>	114,312	USA Weekend
SC	Orangeburg	<i>Times & Democrat</i>	17,751	USA Weekend
SC	Rock Hill	<i>Herald</i>	33,460	USA Weekend
SD	Huron	<i>Plainsman</i>	6,922	Parade Magazine
SD	Lawrence	<i>County Journal</i>	2,000	Parade Magazine
SD	Mitchell	<i>The Daily Republic</i>	12,400	Parade Magazine
SD	Rapid City	<i>Journal</i>	33,782	Parade Magazine
SD	Aberdeen	<i>American News</i>	16,140	USA Weekend
SD	Sioux Falls	<i>Argus Leader</i>	75,286	USA Weekend
SD	Watertown	<i>Public Opinion</i>	12,708	USA Weekend
SD	Yankton	<i>Press & Dakotan</i>	7,751	USA Weekend
TN	Chattanooga	<i>Free Press Times</i>	97,907	Parade Magazine
TN	Cookeville	<i>Herald-Citizen</i>	13,715	Parade Magazine
TN	Dyersburg	<i>Gazette</i>	5,677	Parade Magazine
TN	Johnson City	<i>Press</i>	33,608	Parade Magazine
TN	Knoxville	<i>News-Sentinel</i>	152,945	Parade Magazine
TN	Memphis	<i>Commercial Appeal</i>	216,705	Parade Magazine
TN	Morristown	<i>Citizen Tribune</i>	24,028	Parade Magazine
TN	Murfreesboro	<i>Post</i>	44,000	Parade Magazine
TN	Newport	<i>Plain Talk</i>	7,494	Parade Magazine
TN	Shelbyville	<i>Times-Gazette</i>	6,725	Parade Magazine
TN	Tulahoma	<i>Sunday News</i>	10,400	Parade Magazine
TN	Athens	<i>Post-Athenian</i>	11,948	USA Weekend
TN	Clarksville	<i>Leaf-Chronicle</i>	26,486	USA Weekend
TN	Cleveland	<i>Banner</i>	15,368	USA Weekend
TN	Columbia	<i>Herald</i>	12,337	USA Weekend
TN	Jackson	<i>Sun</i>	40,106	USA Weekend
TN	Kingsport	<i>Times-News</i>	42,867	USA Weekend
TN	Lebanon	<i>Democrat</i>	9,200	USA Weekend
TN	Maryville-Alcoa	<i>Times</i>	21,451	USA Weekend
TN	Murfreesboro	<i>News Journal</i>	19,059	USA Weekend
TN	Nashville	<i>Tennessean</i>	236,563	USA Weekend
TN	Oak Ridge	<i>Oak Ridger</i>	7,469	USA Weekend
TN	Sevierville	<i>Mountain Press</i>	8,456	USA Weekend
TX	Abilene	<i>Reporter-News</i>	40,279	Parade Magazine
TX	Austin	<i>American-Statesman</i>	228,619	Parade Magazine
TX	Beaumont	<i>Enterprise</i>	56,179	Parade Magazine
TX	Brownsville-Harlingen	<i>Brownsville Herald</i>	17,047	Parade Magazine
TX	Brownwood	<i>Bulletin</i>	7,150	Parade Magazine
TX	Corpus Christi	<i>Caller-Times</i>	73,367	Parade Magazine
TX	Dallas	<i>Morning News</i>	649,709	Parade Magazine

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
TX	Del Rio	<i>News-Herald</i>	5,207	Parade Magazine
TX	El Paso	<i>El Diario</i>	9,558	Parade Magazine
TX	Fort Worth	<i>Fort Worth Star-Telegram</i>	322,824	Parade Magazine
TX	Harlingen	<i>Valley Morning Star</i>	25,080	Parade Magazine
TX	Houston	<i>Chronicle</i>	692,557	Parade Magazine
TX	Kerrville	<i>Times</i>	11,078	Parade Magazine
TX	Longview	<i>News-Journal</i>	34,627	Parade Magazine
TX	Lufkin	<i>News</i>	15,194	Parade Magazine
TX	Marshall	<i>News Messenger</i>	7,224	Parade Magazine
TX	Nacogdoches	<i>Daily Sentinel</i>	9,337	Parade Magazine
TX	Odessa	<i>American</i>	26,763	Parade Magazine
TX	Paris	<i>News</i>	12,293	Parade Magazine
TX	Plain View	<i>Daily Herald</i>	5,973	Parade Magazine
TX	San Angelo	<i>Standard-Times</i>	30,032	Parade Magazine
TX	San Antonio	<i>Express-News</i>	342,709	Parade Magazine
TX	Temple	<i>Daily Telegram</i>	22,794	Parade Magazine
TX	Tyler	<i>Courier-Times-- Telegraph</i>	44,863	Parade Magazine
TX	Victoria	<i>Advocate</i>	35,564	Parade Magazine
TX	Waco	<i>Tribune-Herald</i>	46,467	Parade Magazine
TX	Wichita Falls	<i>Times Record News</i>	34,756	Parade Magazine
TX	Amarillo	<i>Globe-News</i>	62,829	USA Weekend
TX	Baytown	<i>The Sun</i>	9,088	USA Weekend
TX	Bryan-College Station	<i>Eagle</i>	25,164	USA Weekend
TX	Clute	<i>The Brazosport Facts</i>	17,220	USA Weekend
TX	Conroe	<i>Courier</i>	11,960	USA Weekend
TX	Corsicana	<i>Sun</i>	6,069	USA Weekend
TX	Denton	<i>Record Chronicle</i>	16,888	USA Weekend
TX	El Paso	<i>Times</i>	85,654	USA Weekend
TX	Galveston County	<i>Daily News</i>	27,761	USA Weekend
TX	Greenville	<i>Herald-Banner</i>	7,610	USA Weekend
TX	Killeen	<i>Herald</i>	24,382	USA Weekend
TX	Laredo	<i>Morning Times</i>	22,634	USA Weekend
TX	Lubbock	<i>Avalanche-Journal</i>	59,781	USA Weekend
TX	McAllen	<i>Monitor</i>	53,249	USA Weekend
TX	McKinney	<i>Courier-Gazette</i>	5,704	USA Weekend
TX	Midland	<i>Reporter-Telegram</i>	23,435	USA Weekend
TX	New Braunfels	<i>Herald-Zeitung</i>	9,490	USA Weekend
TX	Orange	<i>Leader</i>	5,455	USA Weekend
TX	Plano	<i>Star Courier</i>	2,571	USA Weekend
TX	Port Arthur	<i>News</i>	13,659	USA Weekend
TX	Sherman-Denison	<i>Herald Democrat</i>	23,084	USA Weekend
TX	Texarkana	<i>Gazette</i>	32,633	USA Weekend
UT	Logan	<i>Herald Journal</i>	15,776	Parade Magazine
UT	Salt Lake City	<i>Tribune & Deseret News</i>	228,001	Parade Magazine
UT	Ogden	<i>Standard-Examiner</i>	62,956	USA Weekend
UT	Provo	<i>Herald</i>	38,380	USA Weekend
UT	St. George	<i>Spectrum</i>	25,037	USA Weekend
VA	Martinsville	<i>Bulletin</i>	19,153	Parade Magazine
VA	Newport News- Hampton	<i>News/Daily Press</i>	112,042	Parade Magazine
VA	Norfolk	<i>Virginian-Pilot</i>	225,730	Parade Magazine
VA	Petersburg	<i>Progress-Index</i>	14,714	Parade Magazine
VA	Richmond	<i>Times-Dispatch</i>	219,595	Parade Magazine
VA	Roanoke	<i>Times</i>	104,716	Parade Magazine
VA	Bristol	<i>Herald-Courier</i>	41,318	USA Weekend
VA	Charlottesville	<i>Progress</i>	32,924	USA Weekend
VA	Culpeper	<i>Star-Exponent</i>	7,466	USA Weekend
VA	Danville	<i>Register & Bee</i>	23,858	USA Weekend

Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3

State	City	Newspaper	Circulation	Sunday Magazine
VA	Fredericksburg	<i>Free Lance-Star</i>	51,234	USA Weekend
VA	Harrisonburg	<i>News Record</i>	31,564	USA Weekend
VA	Lynchburg	<i>News & Advance</i>	42,231	USA Weekend
VA	Staunton	<i>News Leader</i>	20,477	USA Weekend
VA	Strasburg	<i>Northern Virginia Daily</i>	16,088	USA Weekend
VA	Suffolk	<i>News-Herald</i>	4,073	USA Weekend
VA	Waynesboro	<i>News Virginian</i>	7,067	USA Weekend
VA	Winchester	<i>Star</i>	25,019	USA Weekend
VA	Woodbridge-Manassas	<i>Potomac News & Journal Messenger</i>	21,864	USA Weekend
VT	Rutland	<i>Herald</i>	29,387	Parade Magazine
VT	Bennington	<i>Banner</i>	7,774	USA Weekend
VT	Brattleboro	<i>Reformer</i>	10,597	USA Weekend
VT	Burlington	<i>Free Press</i>	53,081	USA Weekend
WA	Longview	<i>Daily News</i>	21,408	Parade Magazine
WA	Pasco	<i>Tri-City Herald</i>	44,691	Parade Magazine
WA	Seattle	<i>Times/Post-Intelligencer</i>	435,581	Parade Magazine
WA	Spokane	<i>Spokesman-Review</i>	120,632	Parade Magazine
WA	Aberdeen	<i>Daily World</i>	12,991	USA Weekend
WA	Bellingham	<i>Herald</i>	29,855	USA Weekend
WA	Bremerton	<i>Sun</i>	32,917	USA Weekend
WA	Centralia-Chehalis	<i>Chronicle</i>	13,793	USA Weekend
WA	Ellensburg	<i>Record</i>	5,220	USA Weekend
WA	Everett	<i>Herald</i>	55,494	USA Weekend
WA	Kent	<i>King County Journal</i>	40,211	USA Weekend
WA	Moses Lake	<i>Columbia Basin Herald</i>	8,562	USA Weekend
WA	Mount Vernon	<i>Skagit Valley Herald</i>	19,461	USA Weekend
WA	Olympia	<i>Olympian</i>	40,475	USA Weekend
WA	Port Angeles	<i>Peninsula Daily News</i>	18,278	USA Weekend
WA	Tacoma	<i>News Tribune</i>	137,730	USA Weekend
WA	Vancouver	<i>Columbian</i>	56,922	USA Weekend
WA	Walla Walla	<i>Union-Bulletin</i>	15,603	USA Weekend
WA	Wenatchee	<i>World</i>	25,594	USA Weekend
WA	Yakima	<i>Herald-Republic</i>	39,912	USA Weekend
WI	Chippewa	<i>Valley Newspapers</i>	10,605	Parade Magazine
WI	Kenosha	<i>News</i>	27,667	Parade Magazine
WI	La Crosse	<i>Tribune</i>	41,059	Parade Magazine
WI	Madison	<i>Wisconsin State Journal</i>	148,489	Parade Magazine
WI	Racine	<i>Journal Times</i>	30,700	Parade Magazine
WI	Rhineland	<i>Daily News</i>	4,156	Parade Magazine
WI	Appleton	<i>Post-Crescent</i>	67,897	USA Weekend
WI	Beloit	<i>Daily News</i>	13,582	USA Weekend
WI	Eau Claire	<i>Leader-Telegram</i>	30,040	USA Weekend
WI	Fond Du Lac	<i>Reporter</i>	18,053	USA Weekend
WI	Green Bay	<i>Press-Gazette</i>	80,307	USA Weekend
WI	Janesville	<i>Gazette</i>	24,961	USA Weekend
WI	Manitowoc-Two Rivers	<i>Herald Times Reporter</i>	15,301	USA Weekend
WI	Milwaukee	<i>Journal Sentinel</i>	405,355	USA Weekend
WI	Monroe	<i>Times</i>	4,697	USA Weekend
WI	Oshkosh	<i>Northwestern</i>	24,924	USA Weekend
WI	Sheboygan	<i>Press</i>	24,057	USA Weekend
WI	Superior	<i>Telegram</i>	6,752	USA Weekend
WI	Watertown	<i>Times</i>	9,059	USA Weekend
WI	Waukesha	<i>Freeman</i>	12,924	USA Weekend
WI	Wausau-Stevens Point	<i>Central WI Sunday</i>	20,208	USA Weekend
WI	Wausau-Stevens Point	<i>Herald</i>	28,840	USA Weekend
WI	West Bend	<i>News</i>	9,668	USA Weekend
WV	Beckley	<i>Register</i>	28,602	Parade Magazine

**Newspapers in the Parade and USA Weekend Networks
EXHIBIT 3**

State	City	Newspaper	Circulation	Sunday Magazine
WV	Bluefield	<i>Daily Telegraph</i>	19,099	Parade Magazine
WV	Charleston	<i>Gazette Mail</i>	79,617	Parade Magazine
WV	Clarksburg	<i>Exponent Telegram</i>	20,128	Parade Magazine
WV	Fairmont	<i>Times West Virginian</i>	12,134	Parade Magazine
WV	Logan	<i>Banner</i>	8,922	Parade Magazine
WV	Martinsburg	<i>Journal</i>	20,316	Parade Magazine
WV	Morgantown	<i>The Dominion Post</i>	25,368	Parade Magazine
WV	Parkersburg	<i>News, Sentinel</i>	30,870	Parade Magazine
WV	Wheeling	<i>Intelligencer/News Register</i>	37,198	Parade Magazine
WV	Williamson	<i>News</i>	7,304	Parade Magazine
WV	Charleston	<i>Gazette-Mail</i>	65,752	USA Weekend
WV	Elkins	<i>Inter-Mountain</i>	11,226	USA Weekend
WV	Huntington	<i>Herald-Dispatch</i>	33,941	USA Weekend
WY	Casper	<i>Star-Tribune</i>	32,855	Parade Magazine
WY	Cheyenne	<i>Wyoming Tribune Eagle</i>	16,784	USA Weekend
WY	Laramie	<i>Boomerang</i>	5,084	USA Weekend
TOTAL		993 Newspapers	55,922,245	

EXHIBIT 4

EXHIBIT 3


Web Banner Concepts — 728 x 90




Web Banner Concept — 350 x 350



EXHIBIT 5

 SAMPLE LIST OF WEBSITES IN THE 24/7 REAL MEDIA NETWORK	
CHANNEL	SAMPLING OF SITES
Health	Ask Physicians BellaOnline Caloriecount Chefs.com FoodCount Healthcastle MDAAdvice Medical broadcast MedicineOnline Medifocus health MedServ Medical News MyCalorieCounter Netpulse WomensForum
Women's Interest	Backyardgardner Beautyriot BellaOnline Catch27 Educationstuffs Everydaycook Fabulousfoods Familywatchdog Fashionwatch.com Female First Forladys Gamesville Hermoment Justmommies Lovingyou Lucianne.com Momhomes Mommysavers Mommytips Myjellybean Mymommybiz Opendiary Reciperewards Somagirls Thegreetings WomensForum Network
Travel	Able2know Airliners Mexconnect Mytravelrate Oanda Tourismthru Tourpub Travels Info travelurl UKtravelsguide
Business-to-Business	CCH Business Owners Toolkit Findarticle Individual MarketSurveys Tripod Verizon
Personal Finance	Apartments.com Asian Times Online Edgar Online Homes.com Investorvillage Morningstar MrSwing Quote.com Quotetracker RagingBull Realestate Usaefinance Wallstreetexaminer WomensWallstreet Xe.com

 SAMPLE LIST OF WEBSITES IN THE 24/7 REAL MEDIA NETWORK	
CHANNEL	SAMPLING OF SITES
Technology	AVGuide Aroundmedia Camsinfo Coolarchive Everyusb Gizmag Html Gear Hwview Mypcdrivres Popyard Softlookup Stickysauce Tripod Webstat
Sports	1wrestling 4W-Wrestling American Boat Listing Axxessnetworks Blueandgold CDM Sports Fanball Fantasy Sports Unlimited Fishingbuddy Focusgolfer Free Golf Stats HoopsWorld MaxPreps Motorsport NBAmaster National Golf Network NYYfans Oursportscentral Paint Ball Nation RealGM Sportbikez Sports War The huddle The Redzone The wrestling answer
News & Information	Asian Times Online Chinesenewsnet.com ConsumerAffairs.com Drudge Report eNewsZone India Times Lawschooldiscussion Legal Notice MerriamWebster NY Press Pajamas Media Rawstory Realestate Refdesk Spacedaily Wireimage Womens Forum Worldnetdaily
Teens	Angelfire Babblefish Catch27 Gaiaonline Highschoolsports.net Neopets Primary Games Runescape Schoolnotes Sconex StudyWorld Tabcrawler Teen Station Teensforum
Shopping	Couponhill Directgates Intershopzone TGPublish Tipshopping.com


 SAMPLE LIST OF WEBSITES IN THE 24/7 REAL MEDIA NETWORK	
CHANNEL	SAMPLING OF SITES
Games	123Cheats 202online Able2know Anime Lab Bingo.com Bluelaguna Cards.com Cheat Planet Coolrom FreeArcade.com Game Forums Game Revolution Gamefiesta GameScene Gamesville GameZone Happysky Incredigames.com Kings of Chaos Loaded Inc. Lottery.com LyncVision Mausland NeoEdge Networks Oilfight Playaholics Runescape The Emulation Station
Auto	Autoplans Cardomain Carspire.com Carsworlds Elitecaraudio Grandprix Modifiedcars Mycarnews Neatautos RSportscars Sportbikez.net Supercars
Entertainment	202online 3strandwrestling 3wk Allcomedyradio Allhiphop Amiannoying Bluelaguna Bostonpete Burningworld Classicalmusicamerica Clubplanet Dishant Facemix Fanhost Gaminginvasion Gotradio Hoverspot Ionthunder Jamwave Killeroldies Kingsofchaos Kiwibox Lavalife Liketelevision Movieopen Myamericanradio Mygamesdream Netglimse Radioio Rangerboard Ringsidemayhem Sina2 Theatermania Totalvideogames Ultimate80s Urbanmusic2000 Whatspoppin Wrestlingunleased

EXHIBIT 6

KINSELLA/NOVAK COMMUNICATIONS, LLC FIRST DATABANK MEDIA SCHEDULE BASED ON APPROVAL TO PLACE ADS BY AUGUST 15, 2007 ISSUED ON 8/2/2007 EXHIBIT 5			
PUBLICATION	ISSUE DATE	ON-SALE DATE	SPACE CLOSE
Consumer Publications			
<i>Better Homes and Gardens</i>	November	October 16, 2007	August 15, 2007
<i>Ebony</i>	November	October 8, 2007	August 15, 2007
<i>New York Times</i>	October 3, 2007	October 3, 2007	September 27, 2007
<i>Newsweek (1)</i>	September 24, 2007	September 17, 2007	August 27, 2007
<i>Newsweek (2)</i>	October 8, 2007	October 1, 2007	September 10, 2007
<i>Newseek (3)</i>	October 22, 2007	October 15, 2007	September 24, 2007
<i>Parade</i>	September 30, 2007	September 30, 2007	August 31, 2007
<i>Parents</i>	November	October 16, 2007	August 21, 2007
<i>People (1)</i>	October 8, 2007	September 28, 2007	August 20, 2007
<i>People (2)</i>	October 15, 2007	October 5, 2007	August 27, 2007
<i>People (3)</i>	October 22, 2007	October 12, 2007	September 3, 2007
<i>Vista</i>	October	October 7, 2007	September 6, 2007
<i>US News & World Report (1)</i>	October 1, 2007	September 24, 2007	September 14, 2007
<i>US News & World Report (2)</i>	October 8, 2007	October 1, 2007	September 21, 2007
<i>USA Weekend</i>	October 7, 2007	October 7, 2007	September 10, 2007
<i>Wall Street Journal</i>	October 3, 2007	October 3, 2007	September 27, 2007
Trade Publications			
<i>HR Magazine</i>	October	October 1, 2007	August 28, 2007
<i>National Underwriter</i>	October 15, 2007	October 15, 2007	October 1, 2007
Internet Websites			
<i>24/7 Internet Network</i>	Sept 24 - Oct 21 2007	September 24, 2007	September 12, 2007
<i>AOL</i>	Sept 24 - Oct 14 2007	September 24, 2007	September 12, 2007
<i>Yahoo!</i>	Sept 24 - Oct 14 2007	September 24, 2007	September 12, 2007

EXHIBIT 7

If You Paid for All or Part of Your Prescription Drugs

Class Action Settlements May Affect What Consumers Pay for Thousands of Drugs in the Future.

There are proposed Settlements of two lawsuits concerning what consumers pay for prescription drugs.

What Are the Settlements About?

First Data Bank ("FDB") and Medi-Span publish data that may be used to determine consumer drug prices, reimbursement costs and co-pays for hundreds of drugs.

The lawsuits claim that FDB wrongfully inflated the Average Wholesale Price ("AWP") for thousands of drugs. This information was reported in FDB and Medi-Span's printed and electronic databases. Therefore, some consumers and insurers allegedly overpaid for thousands of drugs.

Am I Included in the Settlements?

Persons who paid for all or part of their prescription drugs costs (from approximately 2000 to present) based on AWP pricing are included. If you paid a fixed co-payment you are not included.

What Do the Settlements Provide?

There is no money for consumers now. However, billions of dollars in drug costs may be saved in the future. That is because FDB and Medi-Span will lower the mark up on thousands of drugs and will stop publishing the AWP data within two to three years.

What Should I do?

Get the complete information below and read it. Then you can decide on your legal rights to:

- Remain in the Settlements by doing nothing. You will be bound by the Court's rulings but you can object to or comment on the Settlements.
- Exclude yourself and keep your right to sue FDB and Medi-Span.

You must exclude yourself or object/comment in writing by **Month Day Year** as explained in the detailed Notice.

Court-appointed Counsel represents you. They will be paid by FDB. You can also hire your own attorney and appear in Court.

The Court will decide whether to approve the Settlements at the Fairness Hearings on Month Day Year at _____.

This is only a Summary of the Settlements.

For the Notice of Proposed Class Action Settlements:

Call: 1-800-XXX-XXXX Access: www.xxxxxx.com

**Write: FDB Settlement Administrator
PO Box XXXX, Fairbault, MN 00000**

EXHIBIT 8

If You Paid for All or Part of Your Prescription Drugs

Class Action Settlements May Affect What Consumers and Third-Party Payors Pay for Thousands of Drugs in the Future.

There are proposed Settlements of two lawsuits concerning how the published price of drugs is determined, what consumers pay for the drugs and what Third-Party Payors reimburse for them.

The Settlements are with First DataBank (“FDB”) and Medi-Span (a division of Wolters Kluwer Health, Inc.). The lawsuits are pending in the U.S. District Court for the District of Massachusetts: *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, No. 1:05-CV-11148-PBS and *D.C. 37 Health & Security Plan v. Medi-Span*, No. 07-cv-10988-PBS.

What Are the Lawsuits About?

FDB and Medi-Span publish an Average Wholesale Price (“AWP”) that may be used to determine: a.) drug reimbursement costs, b.) consumer co-payments and c.) the price paid by consumers who pay the full price of drugs at pharmacies.

The lawsuits claim that FDB wrongfully inflated the AWP of thousands of drugs. This information was reported in FDB and Medi-Span’s printed and electronic databases. Therefore, some consumers and insurers allegedly overpaid for thousands of drugs.

AWP Pricing

FDB and Medi-Span publish data related to the prices of prescription drugs in their printed and electronic databases. The data includes the Average Wholesale Price (“AWP”) of each drug. Pharmaceutical manufacturers report certain costs to FDB and Medi-Span. FDB then marks up these costs to get the AWP reported in their publications and databases. From December 2001 to April 2004, Medi-Span published Average Wholesale prices that it obtained from FDB.

Plaintiffs claim that FDB wrongfully inflated the mark up used to determine the AWP. Plaintiffs claim that Medi-Span negligently published inflated prescription drug prices. As a result, the lawsuits claim that insurers, Third-Party Payors (“TPPs”) and some consumers paid more for these drugs than they should have.

Am I Included in the Settlements?

The Settlement Classes include all persons or entities that paid for all or part of prescription drugs based on AWP pricing. This includes TPPs that reimbursed for drug costs, consumers who paid non-fixed co-payments and consumers who paid for the full drug price.

Specifically:

- Any part of the purchase price, reimbursement or payment amount **must** have been based on the AWP or similar data published or disseminated by FDB or Medi-Span, electronically or otherwise.

In addition:

- The purchases based on FDB pricing must have been made between January 1, 2000 and the date of Final Court Approval of the FDB Settlement.
- The purchases based on Medi-Span published prices must have been made between December 19, 2001 and the date of Final Court Approval of the Medi-Span Settlement.

What Do the Settlements Provide?

There is no money for consumers now. The Settlements provide “injunctive relief.” This means that instead of paying money damages, the companies agree to change what they are doing to benefit the Settlement Classes. Substantial benefits will be provided to consumers because FDB and Medi-Span will:

- Reduce the mark-up factor for thousands of drugs. Class Counsel estimate that this reduction may save well over a billion dollars in future drug costs for consumers, insurers and TPPs in a single 12-month period.
- Cease to publish an AWP within two (FDB) or three (Medi-Span) years of the Settlements’ approval.
- Provide information on drug pricing in connection with this and other lawsuits. This will likely provide additional benefits, including monetary benefits, to Class Members in other drug pricing lawsuits. Establish and maintain a “Data Room” for use in other lawsuits.

All consumers, whether they stay in the Settlement Classes or not, will benefit from these Settlements. The *Notice of Proposed Class Action Settlements* has more detailed information. You can view a copy on the Web site or write or call for a copy as outlined below.

Who Represents Me?

The Court has appointed Class Counsel to represent everyone in the Class. Subject to Court approval, FDB will pay Class Counsel fees not to exceed \$625,000, expenses of \$200,000, and \$125,000 for the maintenance of the Data Room for a period of 3 years. Class Counsel will receive \$100,000 in fees and expenses in connection with the Settlement with Medi-Span. You may hire your own attorney, if you wish and appear to object or comment in Court. However, you will be responsible for that attorney’s fees and expenses.

What Are My Legal Rights?

- **If you wish to remain a member of the Settlement Classes**, you do not have to do anything. You will be bound by all the Court’s orders. This means you cannot sue or continue to sue FDB and Medi-Span for money damages or “injunctive relief” based on the claims in these Settlements.
- **If you do not wish to be a member of the Settlement Classes**, you must send a letter, as outlined in the *Notice of Proposed Class Action Settlements*, postmarked no later than Month Date, 2007. If you exclude yourself, you maintain your right to sue the Defendants on your own.
- **You can tell the Court if you do not like these Settlements** or some part of them, if you do not exclude yourself. To object or comment, you must send a letter, as outlined in the *Notice of Proposed Class Action Settlements*, postmarked no later than Month Date, 2007.

Will the Court Approve the Settlements?

The Court will hold Final Approval Hearings on _____ at _____ to consider whether the Settlements are fair, reasonable, and adequate and the motion for attorneys’ fees and expenses. If comments or objections have been received, the Court will consider them at this time.

For a Notice of Proposed Class Action Settlements

Call toll-free: 1 800-XXX-XXXX

or Visit: www.XXXXXXLitigation.com

**Or Write: FDB/Medi-Span Litigation Administrator,
c/o Complete Claim Solutions, P.O. Box 24730, West Palm Beach, FL 33416**

EXHIBIT 9

If You Are a Third-Party Payor that Made Reimbursements for Prescription Drugs

Class Action Settlements May Affect Your Legal Rights and Reimbursement Costs in the Future for Thousands of Drugs.

There are proposed Settlements of two lawsuits concerning how the published price of drugs is determined, what consumers pay for the drugs and what Third-Party Payors reimburse for them.

The Settlements are with First DataBank ("FDB") and Medi-Span (a division of Wolters Kluwer Health, Inc.). The lawsuits are pending in the U.S. District Court for the District of Massachusetts: *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, No. 1:05-CV-11148-PBS and *D.C. 37 Health & Security Plan v. Medi-Span*, No. 07-cv-10988-PBS.

What Are the Lawsuits About?

FDB and Medi-Span publish data related to the prices of prescription drugs in their printed and electronic databases. The data includes the Average Wholesale Price ("AWP") of each drug. Pharmaceutical manufacturers report certain costs to FDB and Medi-Span. FDB then marks up these costs to get the AWP reported in their publications and databases. From December 2001 to April 2004, Medi-Span published Average Wholesale prices that it obtained from FDB.

Plaintiffs claim that FDB wrongfully inflated the mark up used to determine the AWP. Plaintiffs claim that Medi-Span negligently published inflated prescription drug prices. As a result, the lawsuits claim that insurers, Third-Party Payors ("TPPs") and some consumers paid more for these drugs than they should have.

Am I Included in the Settlements?

The Settlement Classes include all persons or entities that paid for all or part of prescription drugs based on AWP pricing.

Specifically:

- Any part of the purchase price, reimbursement or payment amount **must** have been based on the AWP or similar data published or disseminated by FDB or Medi-Span, electronically or otherwise.

In addition:

- The reimbursements based on FDB pricing must have been made between January 1, 2000 and the date of Final Court Approval of the FDB Settlement.
- The reimbursements based on Medi-Span published prices must have been made between December 19, 2001 and the date of Final Court Approval of the Medi-Span Settlement.

What Do the Settlements Provide?

The Settlements provide "injunctive relief." This means that instead of paying money damages, the companies agree to change what they are doing to benefit the Settlement Classes. Substantial

benefits will be provided to consumers because FDB and Medi-Span will:

- Reduce the mark-up factor for thousands of drugs. Class Counsel estimate that this reduction may save well over a billion dollars in future drug costs for consumers, insurers and TPPs in a single 12-month period.
- Cease to publish an AWP within two (FDB) or three (Medi-Span) years of the Settlements' approval.
- Provide information on drug pricing in connection with this and other lawsuits. This will likely provide additional benefits, including monetary benefits, to Class Members in other drug pricing lawsuits. Establish and maintain a "Data Room" for use in other lawsuits.

Who Represents Me?

The Court has appointed Class Counsel to represent everyone in the Class. Subject to Court approval, FDB will pay Class Counsel fees not to exceed \$625,000, expenses of \$200,000, and \$125,000 for the maintenance of the Data Room for a period of 3 years. Class Counsel will receive \$100,000 in fees and expenses in connection with the Settlement with Medi-Span. You may hire your own attorney, if you wish and appear to object or comment in Court. However, you will be responsible for that attorney's fees and expenses.

What Are My Legal Rights?

- If you wish to remain a member of the Settlement Classes**, you do not have to do anything. You will be bound by all the Court's orders. This means you cannot sue or continue to sue FDB and Medi-Span for money damages or "injunctive relief" based on the claims in these Settlements.
- If you do not wish to be a member of the Settlement Classes**, you must send a letter, as outlined in the *Notice of Proposed Class Action Settlements*, postmarked no later than Month Date, 2007. If you exclude yourself, you maintain your right to sue the Defendants on your own.
- You can tell the Court if you do not like these Settlements** or some part of them, if you do not exclude yourself. To object or comment, you must send a letter, as outlined in the *Notice of Proposed Class Action Settlements*, postmarked no later than Month Date, 2007.

Will the Court Approve the Settlements?

The Court will hold Final Approval Hearings on _____ at _____ to consider whether the Settlements are fair, reasonable, and adequate and the motion for attorneys' fees and expenses. If comments or objections have been received, the Court will consider them at this time.

For a Notice of Proposed Class Action Settlements

Call toll-free: 1 800-XXX-XXXX or Visit: www.XXXXXXLitigation.com

**Or Write: FDB/Medi-Span Litigation Administrator,
c/o Complete Claim Solutions, P.O. Box 24730, West Palm Beach, FL 33416**

EXHIBIT 10

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
Alaska PIRG	AkPIRG is a non-profit, non-partisan, citizen-oriented statewide organization researching, educating and advocating on behalf of the public interest. AkPIRG exists to promote the public and consumer interests, especially when inconsistent with monied, powerful or other special interests.
American Council on Consumer Interests, ACCI	ACCI is the leading consumer policy research and education organization consisting of a world wide community of researchers, educators and related professionals dedicated to enhancing consumer well-being. ACCI promotes the consumer interest by encouraging, producing and communicating policy-relevant research.
Arizona PIRG	Arizona PIRG is an advocate for the public interest. When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, Arizona PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation.
California PIRG	CALPIRG takes on powerful interests on behalf of Californians, working to win concrete results for our health and our well-being. With researchers, advocates, organizers and students, we stand up to powerful special interests to stop identity theft, fight political corruption, provide safe and affordable prescription drugs, strengthen voting rights and more.
Colorado PIRG	Colorado Public Interest Research Group (CoPIRG) is an advocate for the public interest on consumer and health care issues. CoPIRG's mission is to deliver persistent, result-oriented activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive government.
Connecticut PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, ConnPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. ConnPIRG's mission is to deliver persistent, result-oriented public interest activism that encourages a fair, sustainable economy, and fosters responsive, democratic government.

KNELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
Consumer Action	<p>Consumer Action is a non-profit, membership-based organization that was founded in San Francisco in 1971. During its more than three decades, Consumer Action has continued to serve consumers nationwide by advancing consumer rights, referring consumers to complaint-handling agencies through our free hotline, publishing educational materials in Chinese, English, Korean, Spanish, Vietnamese and other languages, advocating for consumers in the media and before lawmakers, and comparing prices on credit cards, bank accounts and long distance services.</p>
Consumer Federation of America, CFA	<p>CFA works to advance pro-consumer policy on a variety of issues before Congress, the White House, federal and state regulatory agencies, state legislatures, and the courts. Its staff works with public officials to promote beneficial policies, to oppose harmful policies, and to ensure a balanced debate on important issues in which consumers have a stake. CFA investigates consumer issues, behavior, and attitudes. The findings of such projects are published in reports that assist consumer advocates and policymakers as well as individual consumers. This research also provides the basis for new consumer initiatives, public service advertising, and consumer information and education efforts. As an education organization, CFA disseminates information on consumer issues to the public and the media, as well as to policymakers and other public interest advocates. As a service organization, CFA provides support to organizations committed to the goals of consumer advocacy, research, and education.</p>
Families USA	<p>Families USA is a national nonprofit, non-partisan organization dedicated to the achievement of high-quality, affordable health care for all Americans. Working at the national, state, and community levels, we have earned a national reputation as an effective voice for health care consumers for over 20 years.</p>
Florida PIRG	<p>Florida PIRG is an advocate for the public interest. When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, Florida PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. Florida PIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.</p>

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
Georgia PIRG	<p>Georgia Public Interest Research Group (Georgia PIRG) is an advocate for the public interest. When consumers are cheated, or the voices of ordinary citizens are drowned out by special interest lobbyists, Georgia PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. Georgia PIRG's mission is to deliver persistent, result-oriented public interest activism that encourages a fair, sustainable economy, and fosters responsive, democratic government.</p>
Henry J. Kaiser Family Foundation	<p>A leader in health policy and communications, the Kaiser Family Foundation is a non-profit, private operating foundation focusing on the major health care issues facing the U.S., with a growing role in global health. We serve as a non-partisan source of facts, information, and analysis for policymakers, the media, the health care community, and the public. Our product is information, always provided free of charge – from the most sophisticated policy research, to basic facts and numbers, to information young people can use to improve their health or elderly people can use to understand their Medicare benefits.</p>
Illinois PIRG	<p>When consumers are cheated, or our natural environment is threatened, or the voices of ordinary citizens are drowned out by special interest lobbyists, Illinois PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. Illinois PIRG's mission is to deliver persistent, result-oriented public interest activism that protects our environment, encourages a fair, sustainable economy, and fosters responsive, democratic government.</p>
Indiana PIRG	<p>As college students, we are about to face big problems when we graduate - from global warming to endangered species, from the escalating cost and declining quality of health care to the plight of the hungry and homeless. Every campus has its share of apathy, but students care about these problems. And more than any other group of people, we have the time, the energy, the intelligence, the resources and the idealism to help solve them.</p>

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
Iowa PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, Iowa PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. Iowa PIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.
Maryland PIRG	Maryland PIRG takes on powerful interests on behalf of Maryland's citizens, working to win concrete results for our health and our well-being. With a strong network of researchers, advocates, organizers and students across the state, we stand up to powerful special interests on issues to stop identity theft, fight political corruption, provide safe and affordable prescription drugs, and strengthen voting rights.
Massachusetts PIRG	MASSPIRG takes on powerful interests on behalf of Massachusetts' citizens, working to win concrete results for our health and our well-being. With a strong network of researchers, advocates, organizers and students across the state, we stand up to powerful special interests on issues to stop identity theft, fight political corruption, provide safe and affordable prescription drugs, and strengthen voting rights.
Missouri PIRG	When consumers are cheated, or our natural environment is threatened, or the voices of ordinary citizens are drowned out by special interest lobbyists, MoPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. MoPIRG's mission is to deliver persistent, result-oriented public interest activism that protects our environment, encourages a fair, sustainable economy, and fosters responsive, democratic government.
National Association of Consumer Advocates, NACA	The National Association of Consumer Advocates (NACA) is a nationwide organization of more than 1000 attorneys who represent and have represented hundreds of thousands of consumers victimized by fraudulent, abusive and predatory business practices. As an organization fully committed to promoting justice for consumers, NACA's members and their clients are actively engaged in promoting a fair and open marketplace that forcefully protects the rights of consumers, particularly those of modest means.

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
National Association of Consumer Agency Administrators, NACAA	The NACAA mission is to support our members by providing them with pertinent resources, timely data, informative newsletters; to promote consumer education, consumer rights and needed consumer legislation; to link government consumer professionals with their peers and related experts; and to encourage corporate participation and seek their advice.
National Consumer League, NCL	Our mission is to protect and promote social and economic justice for consumers and workers in the United States and abroad. The National Consumers League is a private, nonprofit advocacy group representing consumers on marketplace and workplace issues. We are the nation's oldest consumer organization. NCL provides government, businesses, and other organizations with the consumer's perspective on concerns including child labor, privacy, food safety, and medication information.
National Mental Health Association, NMHA	The National Mental Health Association (NMHA) is the country's oldest and largest nonprofit organization addressing all aspects of mental health and mental illness. With more than 340 affiliates nationwide. NMHA works to improve the mental health of all Americans, especially the 54 million individuals with mental disorders, through advocacy, education, research and service. NMHA was established in 1909 by former psychiatric patient Clifford W. Beers. During his stays in public and private institutions, Beers witnessed and was subjected to horrible abuse. From these experiences, Beers set into motion a reform movement that took shape as the National Mental Health Association. NMHA was established in 1909 by former psychiatric patient Clifford W. Beers. During his stays in public and private institutions, Beers witnessed and was subjected to horrible abuse. From these experiences, Beers set into motion a reform movement that took shape as the National Mental Health Association. NMHA's work has resulted in positive change.
New Hampshire PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, NHPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. NHPIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
New Jersey PIRG	NJPIRG takes on powerful interests on behalf of New Jersey's citizens, working to win concrete results for our health and our well-being. With a strong network of researchers, advocates, organizers and students across the state, we stand up to powerful special interests on issues to stop identity theft, fight political corruption, provide safe and affordable prescription drugs, and strengthen voting rights.
New Mexico PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, NMPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. NMPIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.
New York PIRG	The New York Public Interest Research Group (NYPIRG) is New York State's largest student-directed consumer, environmental and government reform organization. We are a nonpartisan, not-for-profit group established to effect policy reforms while training students and other New Yorkers to be advocates. Since 1973, NYPIRG has played the key role in fighting for more than 120 public interest laws and executive orders.
North Carolina PIRG	North Carolina Public Interest Research Group (NCPIRG) is an advocate for the public interest. When consumers are cheated, or the voices of ordinary citizens are drowned out by special interest lobbyists, NCPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. NCPIRG's mission is to deliver persistent, result-oriented public interest activism that encourages a fair, sustainable economy, and fosters responsive, democratic government.
Ohio PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, Ohio PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. Ohio PIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.

KNSELLA/NOVAK COMMUNICATIONS, LLC**FDB/MEDI-SPAN - LIST OF ASSOCIATIONS/ORGANIZATIONS**

ASSOCIATION	DESCRIPTION
OSPIRG (Oregon)	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, OSPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. OSPIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.
Pennsylvania PIRG	When corporate or governmental wrongdoing threatens our health and safety, or violates the fundamental principles of fairness and justice, PennPIRG stands up for Pennsylvania consumers. We conduct investigative research, publish reports and exposes, advocate new laws, and, when necessary, take corporate wrongdoers or unresponsive government to court.
PIRGIM (Michigan)	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, PIRGIM speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. PIRGIM's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.
Prescription Access Litigation	The Prescription Access Litigation (PAL) Project works to make prescription drug prices more affordable for consumers, using class action litigation and public education. PAL and its members seek to challenge illegal pricing tactics and deceptive marketing by drug companies, Pharmacy Benefit Managers, and other pharmaceutical industry players.
Public Citizen	Public Citizen is a national, nonprofit consumer advocacy organization founded in 1971 to represent consumer interests in Congress, the executive branch and the courts. We fight for openness and democratic accountability in government, for the right of consumers to seek redress in the courts; for clean, safe and sustainable energy sources; for social and economic justice in trade policies; for strong health, safety and environmental protections; and for safe, effective and affordable prescription drugs and health care.

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Rhode Island PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, RIPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. RIPIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.
Rx Watchdog Report, Published by AARP's Public Policy Institute	The AARP Watchdog Report monitors the pricing, legislative and public policies of the world's pharmaceutical manufacturers, and reports those policies, detrimental or beneficial, to our members and the American public. AARP is committed to advocating for responsible prescription drug prices through legal action, legislative policy and consumer education.
Texas PIRG	When consumers are cheated, or the voices of ordinary citizens are drowned out by special interest lobbyists, TexPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. TexPIRG's mission is to deliver persistent, result-oriented public interest activism that encourages a fair, sustainable economy, and fosters responsive, democratic government.
U.S. PIRG (Public Interest Research Group)	U.S. PIRG is an advocate for the public interest. When consumers are cheated, or our natural environment is threatened, or the voices of ordinary citizens are drowned out by special interest lobbyists, U.S. PIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. U.S. PIRG's mission is to deliver persistent, result-oriented public interest activism that protects our environment, encourages a fair, sustainable economy, and fosters responsive, democratic government.
University of Minnesota's PRIME Institute	The PRIME Institute was established in 1991 in the College of Pharmacy, University of Minnesota, as an independent and global research, education and consulting organization whose mission is the study of the economic and policy issues to help improve popular access to pharmaceuticals and pharmaceutical services. The Institute is directed by Stephen W. Schondelmeyer, Pharm.D., Ph.D., Head of the Department of Pharmaceutical Care & Health Systems, Professor of Pharmaceutical Economics and Century Mortar Club Endowed Chair in Pharmaceutical Management and Economics.

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Vermont PIRG	Founded in 1972, VPIRG is the largest nonprofit consumer and environmental advocacy organization in the state, with approximately 20,000 members and supporters. VPIRG's mission is to promote and protect the health of Vermont's people, environment and locally-based economy by informing and mobilizing citizens statewide.
Washington PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, WashPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. WashPIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.
Wisconsin PIRG	When consumers are cheated or the voices of ordinary citizens are drowned out by special interest lobbyists, WISPIRG speaks up and takes action. We uncover threats to public health and well-being and fight to end them, using the time-tested tools of investigative research, media exposés, grassroots organizing, advocacy and litigation. WISPIRG's mission is to deliver persistent, result-oriented public interest activism that protects consumers, encourages a fair, sustainable economy, and fosters responsive, democratic government.